



Luxey

Luxey International (Holdings) Limited
薈萃國際(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8041)

Website: <http://www.luxey.com.hk>

First Quarterly Report
2018/2019



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

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

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

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This report, for which the directors collectively and individually accept full responsibility, includes particulars given in compliance with 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.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the three months ended 30 September 2018

		(Unaudited) Three months ended 30 September	
	Note	2018 HK\$'000	2017 HK\$'000
Revenue	4	27,303	19,008
Cost of sales and service rendered		<u>(42,425)</u>	<u>(27,009)</u>
Gross loss		(15,122)	(8,001)
Other income		2,835	763
Selling expenses		(578)	(247)
Administrative expenses		(5,209)	(4,032)
Loss from operations		(18,074)	(11,517)
Finance costs		<u>(208)</u>	<u>(265)</u>
Loss before tax		(18,282)	(11,782)
Income tax expense	5	<u>–</u>	<u>–</u>
Loss for the period	6	<u>(18,282)</u>	<u>(11,782)</u>
Attributable to:			
Owners of the Company		(14,254)	(8,380)
Non-controlling interests		(4,028)	(3,402)
		<u>(18,282)</u>	<u>(11,782)</u>
Loss per share	7		
Basic (cent per share)		<u>(0.21)</u>	<u>(0.15)</u>
Diluted (cent per share)		<u>(0.21)</u>	<u>(0.15)</u>

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 30 September 2018

	(Unaudited) Three months ended 30 September	
	2018 HK\$'000	2017 HK\$'000
Loss for the period	(18,282)	(11,782)
Other comprehensive income: <i>Item that may be reclassified to profit or loss:</i> Exchange differences on translating foreign operations	—	(3)
Other comprehensive income for the period, net of tax	—	(3)
Total comprehensive income for the period	(18,282)	(11,785)
Attributable to:		
Owners of the Company	(14,254)	(8,383)
Non-controlling interests	(4,028)	(3,402)
	(18,282)	(11,785)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 September 2018

	(Unaudited)								
	Attributable to owners of the Company								
	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Translation reserve <i>HK\$'000</i>	Plant and machinery revaluation reserve <i>HK\$'000</i>	Capital redemption reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total <i>HK\$'000</i>	Non-controlling interests <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
At 1 July 2017	267,194	630,402	(773)	6,568	150	(739,685)	163,856	2,223	166,079
Total comprehensive income and changes in equity for the period	-	-	(3)	-	-	(8,380)	(8,383)	(3,402)	(11,785)
At 30 September 2017	267,194	630,402	(776)	6,568	150	(748,065)	155,473	(1,179)	154,294
At 1 July 2018	266,194	701,292	(630)	10,123	150	(877,953)	99,176	(16,260)	82,916
Total comprehensive income and changes in equity for the period	-	-	-	-	-	(14,254)	(14,254)	(4,028)	(18,282)
Conversion of convertible non-voting preference shares into ordinary shares	(2,750)	2,750	-	-	-	-	-	-	-
At 30 September 2018	263,444	704,042	(630)	10,123	150	(892,207)	84,922	(20,288)	64,634

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the three months ended 30 September 2018

1. GENERAL INFORMATION

Luxey International (Holdings) Limited (the "Company") was incorporated in the Cayman Islands with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Unit B, 5th Floor, Hang Cheong Factory Building, 1 Wing Ming Street, Cheung Sha Wan, Kowloon, Hong Kong. The Company's shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

The Company and its subsidiaries (collectively the "Group") are engaged in:

- (i) manufacturing and trading of high-end swimwear and garment products;
- (ii) trading and provision of on-line shopping and media related services; and
- (iii) money lending business.

2. BASIS OF PREPARATION

These unaudited condensed financial statements have been prepared in accordance with the applicable disclosures required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

These unaudited condensed financial statements should be read in conjunction with the 2018 annual financial statements. The accounting policies and methods of computation used in the preparation of these unaudited condensed financial statements are consistent with those used in the annual financial statements for the year ended 30 June 2018.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for its accounting period beginning on 1 July 2018. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not have any significant effect on the condensed financial statements.

4. REVENUE

The Group's revenue which represents sales of goods to customers, subcontracting fee income and interest income from money lending business are as follows:

	(Unaudited)	
	Three months ended	
	30 September	
	2018	2017
	HK\$'000	HK\$'000
Sales of goods	24,714	13,770
Subcontracting fee income	2,529	5,188
Interest income from money lending business	60	50
	27,303	19,008

5. INCOME TAX EXPENSE

No provision for Hong Kong Profits Tax is required for the three months ended 30 September 2018 and 30 September 2017 since the Group has no assessable profit for the periods.

Tax charges on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

6. LOSS FOR THE PERIOD

The Group's loss for the period is stated after charging/(crediting) the following:

	(Unaudited)	
	Three months ended	
	30 September	
	2018	2017
	HK\$'000	HK\$'000
Bank interest income	(33)	(47)
Depreciation	2,140	2,671
Directors' remuneration	209	72
Gain on disposal of property, plant and equipment	-	(87)

7. LOSS PER SHARE

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the period attributable to owners of the Company of approximately HK\$14,254,000 (2017: HK\$8,380,000) and the weighted average number of ordinary shares of 6,817,902,748 (2017: 5,703,772,313) in issue during the period.

Diluted loss per share

The exercise of the Group's outstanding convertible non-voting preference shares and the effect of all potential ordinary shares would be anti-dilutive for the three months ended 30 September 2018 and 30 September 2017. Diluted loss per share was the same as the basic loss per share for the three months ended 30 September 2018 and 30 September 2017.

8. DIVIDEND

The directors do not recommend the payment of dividend for the three months ended 30 September 2018 (2017: Nil).

9. Share Capital

During the three months ended 30 September 2018, 25,000,000 ordinary shares of HK\$0.01 each were issued as a result of the conversion of 20,000,000 convertible non-voting preference shares.

10. SEASONALITY

The Group's sales of swimwear and garment products are subject to seasonal fluctuations, with peak demand in the first quarter of each calendar year. This is due to high demand of swimwear and related garment products for the summer.

The Group's other operations are not subject to material seasonal fluctuations.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Performance

For the three months ended 30 September 2018 (the "Current Period"), loss attributable to owners of the Company was approximately HK\$14,254,000 (three months ended 30 September 2017: HK\$8,380,000).

Gross loss for the Current Period was approximately HK\$15,122,000 (three months ended 30 September 2017: HK\$8,001,000), representing an increase of approximately 89% over the corresponding period in 2017.

For the Current Period, the Group's unaudited total revenue amounted to approximately HK\$27,305,000 (three months ended 30 September 2017: HK\$19,008,000) representing an increase of approximately 44% over the corresponding period in 2017. Details of the increase in total revenue are discussed below:

Manufacturing and trading of high-end swimwear and garment products ("Swimwear and garment segment")

The revenue generated from Swimwear and garment segment for the Current Period was approximately HK\$6,275,000 (three months ended 30 September 2017: HK\$9,865,000). Gross loss for the Current Period was approximately HK\$15,338,000 (three months ended 30 September 2017: HK\$8,139,000). Gross loss ratio for the Current Period was 244% (three months ended 30 September 2017: 83%). Increase in gross loss for the Current Period was mainly due to the decrease in orders for Swimwear and garment segment.

Trading and provision of on-line shopping and media related services ("Trading and on-line shopping related segment")

The revenue for Trading and on-line shopping related segment was generated from trading of second-hand mobile phones which was started in June 2017. The revenue generated for the Current Period was approximately HK\$20,968,000 (three months ended 30 September 2017: HK\$9,093,000). Gross profit for the Current Period was approximately HK\$156,000 (three months ended 30 September 2017: HK\$88,000). Gross profit ratio for the Current Period was 0.74% (three months ended 30 September 2017: 0.97%).

Money lending business (“Money lending segment”)

The revenue generated from Money lending segment for the Current Period was approximately HK\$60,000 (three months ended 30 September 2017: HK\$50,000).

Interim dividend

The board of directors (the “Board”) does not recommend the payment of an interim dividend for the three months ended 30 September 2018 (three months ended 30 September 2017: Nil).

Operations

During the Current Period, the Group maintained an effective cost measures in controlling the cost structure of its operations. Besides, the Group will be extremely prudent in the expansion of its operations in an organic manner. We also believe that it is of the Group’s best interest to explore different sources of income while still maintains an effective and efficient overhead structure for our supporting departments in each of the business segments under operation.

Contingent liabilities

As at 30 September 2018, the Group did not have any material contingent liabilities (2017: Nil).

PROSPECT

For the Swimwear and garment segment, due to the keen competition in the market, the orders of high-end swimwear and garment products for this segment decreased continuously in Current Period. In view of the above, we are actively seeking new business opportunities with new customers and new products. Nevertheless we shall continue with our strategy of expanding customer base and product mix with the aim to improve performance of this segment. Also, our Group continues to closely monitor and control cost in order to push up the gross profit margin of Swimwear and garment segment.

For the Trading and on-line shopping related segment, it represented trading of second-hand mobile phone business which started in June 2017. The demand from customers was stable. Our Group continues to seek and explore other business opportunity for the Trading and on-line shopping related segment.

In order to diversify our business, the Group has obtained a Money Lenders Licence in July 2017 and started the business of money lending in August 2017.

The management of the Group continues to formulate its business strategies to optimise the use of its operating and financial resources. It will consider to diversify its operations including but not limited to invest in financial instruments in order to ensure cash availability through managing cash on hand to best meet the Group cash and liquidity needs to manage risk. It will also consider to reorganise the non-performing business segments including but not limited to the disposal or downsizing of the non-performing business segments.



DISCLOSURE OF INTERESTS

Interests in Securities of Directors and Chief Executive

As at 30 September 2018 the interests and short positions of the Directors in the shares ("Shares"), underlying Shares or debentures of the Company and its associated corporations (within the meaning of part XV of the Securities and Futures Ordinance, the Laws of Hong Kong (the "SFO")) which are required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the GEM Listing Rules relating to securities transaction by Directors, were as follows:

(i) Long positions in Shares

Name of Director	Number of Shares	Capacity/nature of interest	Approximate percentage of issued share capital (%) <i>(Note 1)</i>
Mr. Lau Chi Yuen, Joseph ("Mr. Lau")	1,490,041,995 <i>(Note 2)</i>	Corporate <i>(Note 2)</i>	21.82%

Notes:

- The percentage of issued share capital had been arrived at on the basis of a total of 6,828,772,313 Shares in issue as at 30 September 2018.
- These shares are held as to 73,300,000 shares by Mr. Lau personally and as to 1,416,741,995 shares by JL Investments Capital Limited ("JL Investments"), which is wholly-owned by Mr. Lau. Mr. Lau is deemed to be interested in the shares held by JL Investments.

(ii) Short positions in the Shares and underlying Shares of equity derivatives of the Company

As at 30 September 2018, none of the Directors had short positions in Shares or underlying Shares of equity derivatives of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION

On 28 November 2017, the Company terminated the share option scheme adopted by the Company on 18 March 2008 and the rules of the new share option scheme (the "Scheme") be approved as the new share option scheme.

The Company operates the Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants include the full-time and part-time employees, executives, officers, directors, business consultants, suppliers, customers, legal and financial advisers of the Company and the Company's subsidiaries. The Scheme became effective on 28 November 2017 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of shares options in excess of this limit is subject to shareholders' approval in a general meeting.

At 30 September 2018, no option was outstanding under the Scheme (2017: Nil). Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares on the date of the offer.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than five years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

Interests in Securities of Substantial Shareholders

As far as was known to any Director or chief executive of the Company, as at 30 September 2018, the persons or companies (not being a Director or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly deemed to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group were as follows:

(i) Long positions in Shares

Name of Shareholder	Number of Shares	Type of interests	Approximate percentage of issued share capital (%) <i>(Note 3)</i>
Big Good Management Limited ("Big Good")	1,350,533,845	Beneficial	19.78%
Mr. Ma Hoi Cheuk ("Mr. Ma")	1,350,533,845 <i>(Note 1)</i>	Corporate	19.78%
Wide Select Investments Limited ("Wide Select")	916,420,000	Beneficial	13.42%
Mr. Lee Yim ("Mr. Lee")	916,420,000 <i>(Note 2)</i>	Corporate	13.42%

Notes:

1. Big Good is wholly-owned by Mr. Ma who is deemed to be interested in underlying shares held by Big Good.
2. Wide Select is wholly-owned by Mr. Lee who is deemed to be interested in underlying shares held by Wide Select.
3. see Note 1 on page 11.

Save as disclosed above, as at 30 September 2018, the Directors were not aware of any other person who had an interest or short positions in the shares or underlying shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who was interested in 5% or more of the nominal value of any class of share capital, or options in respect of such capital, carrying rights to vote in all circumstances at general meetings of the Company.

(ii) Long positions in the shares and underlying shares of equity derivatives of the Company

Name of Shareholder	Number of Shares	Type of interests	Approximate percentage of issued share capital (%) (Note 1)
Big Good	2,417,699,999 (Note 3 & 4)	Beneficial	35.40%
Mr. Ma	2,417,699,999 (Note 2)	Corporate	35.40%

Notes:

1. see Note 1 on page 11.
2. see Note 1 on page 14.
3. Big Good was the holder of 1,063,333,333 convertible non-voting preference shares of HK\$0.15 each which have no voting rights and are convertible into ordinary shares. Pursuant to the terms of the convertible non-voting preference shares, the conversion price of the outstanding convertible non-voting preference shares has been adjusted from HK\$0.13 per share to HK\$0.12 per share effective immediately after 15 July 2016 as a result of completion of the subscription and placing on 14 October 2016.
4. Big Good was also the holder of 204,100,000 series B convertible non-voting preference shares of HK\$0.16 each which have no voting rights and are convertible into ordinary shares. Pursuant to the terms of the series B convertible non-voting preference shares, the conversion price of the outstanding series B convertible non-voting preference shares had been adjusted from HK\$0.032 to HK\$0.030 per share effective immediately after 15 July 2016 as a result of completion of the subscription and placing on 14 October 2016.

As far as the Directors are aware, saved as disclosed herein, as at 30 September 2018, no persons have short positions in shares or underlying shares of equity derivatives of the Company.

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

The Company had not redeemed any of its Shares during the Current Period. Neither the Company nor any of its subsidiaries had purchased or sold any Shares during the Current Period.

COMPETING INTERESTS

The Directors are not aware of, as at 30 September 2018, any business or interest of each Director, substantial shareholder and management shareholder (as defined in the GEM Listing Rules) and their respective associates that competes 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.

AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules.

The primary duties of the audit committee are (i) to review the annual reports and accounts, half-year reports and quarterly reports and give advice and comments thereon to the Directors; and (ii) to review and supervise the financial reporting process and internal controls. The audit committee comprises three Independent Non-executive Directors of the Company.

The audit committee has reviewed the Group's unaudited results for the three months ended 30 September 2018.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintain high standards of corporate governance for the Company. During the Current Period, the Company is in compliance with the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules except provisions A.2.1 and A.4.1 of the CG Code as detailed below:

Code Provision A.2.1

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Mr. Lau, the chairman of the Company, took up the role of Chief Executive Officer ("CEO") since the position became vacant on 30 June 2014, and thus there has been no segregation of duties during the Current Period. The Board has evaluated the current situation of the Group and taken into account of the experience and past performance of Mr. Lau, the Board was of the opinion that it was appropriate and in the best interest of the Company at the present stage for vesting the roles of the Chairman and the CEO of the Company in the same person as it helps to facilitates the execution of the Group's business strategies and maximises the effectiveness of its operation. The Board will nevertheless review this structure from time to time and will consider the segregation of the two roles at the appropriate time.

Code Provision A.4.1

Under the code provision A.4.1 of the CG Code, Non-executive Directors should be appointed for a specific term, subject to re-election. The current Independent Non-executive Directors are not appointed for specific terms, but are subject to retirement and re-election at Annual General Meeting of the Company in line with the Company's Articles of Association. As such, the Company considers that sufficient measures have been taken to ensure the Company's corporate governance practices are no less exacting than those in the CG Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors of the Company have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the three months ended 30 September 2018.

The Company has adopted the same code of conduct for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company.

No incident of non-compliance of the code of conduct by the relevant employees was noted by the Company.

By Order of the Board
Luxey International (Holdings) Limited
Lau Chi Yuen, Joseph
Chairman

Hong Kong, 8 November 2018

