



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

(incorporated in the Cayman Islands with limited liability)

Stock Code : 8222

**THIRD QUARTERLY RESULTS ANNOUNCEMENT
FOR THE NINE MONTHS ENDED 31 DECEMBER 2015**

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This announcement, for which the directors (the “Directors”) of E Lighting Group Holdings Limited (the “Company” or “E Lighting”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on 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 enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

FINANCIAL HIGHLIGHTS

For the nine months ended 31 December 2015:

- Turnover was approximately HK\$88,399,000, representing an increase of approximately 47.3% as compared with that of the preceding period. The increase was mainly contributed by the expansion of new stores and the acquisition of business in tableware and giftware during the current financial year.
- The Group turned around to a profit and recorded a profit of approximately HK\$12,976,000 during the nine months ended 31 December 2015, against the loss recorded for the preceding period.
- Basic earnings per share was approximately HK3.15 cents for the nine months ended 31 December 2015 (nine months ended 31 December 2014 : Basic loss per share of approximately HK2.35 cents).
- The board of Directors does not recommend the payment of any dividend for the nine months ended 31 December 2015 (nine months ended 31 December 2014: Nil).

THIRD QUARTERLY RESULTS

The board of Directors (the “Board”) of the Company announces the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the nine months ended 31 December 2015 (the “Reporting Period”), together with the comparative unaudited figures for the previous corresponding period in 2014 as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Turnover	3	28,892	20,581	88,399	60,028
Cost of sales		(17,070)	(9,938)	(47,681)	(26,142)
Gross Profit		11,822	10,643	40,718	33,886
Other income and gain	4	8,962	35	15,773	35
Selling and distribution expenses		(11,317)	(10,822)	(32,513)	(26,421)
Administrative and other expenses		(4,353)	(3,256)	(11,444)	(15,380)
Finance costs	5	-	-	(23)	-
Profit/(Loss) before tax	5	5,114	(3,400)	12,511	(7,880)
Income tax credit	7	616	567	465	11
Profit/(Loss) and total comprehensive income for the period attributable to the owners of the Company		5,730	(2,833)	12,976	(7,869)
Earnings/(Loss) per share	9				
- Basic (HK cents)		1.38	(0.71)	3.15	(2.35)
- Diluted (HK cents)		0.26	(0.71)	1.14	(2.35)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000	Convertible bonds equity reserve HK\$'000	Retained earnings HK\$'000	Total equity HK\$'000
As at 1 April 2014 (audited)	2	-	-	-	21,099	21,101
Issue of shares during reorganisation	* ₋	-	-	-	-	* ₋
Elimination of share capital upon reorganisation	(2)	-	2	-	-	-
Issue of shares upon placing	1,000	49,000	-	-	-	50,000
Issue of shares by capitalisation of share premium account	3,000	(3,000)	-	-	-	-
Expenses incurred in connection with the issue of shares upon placing	-	(5,666)	-	-	-	(5,666)
Loss and total comprehensive income for the period	-	-	-	-	(7,869)	(7,869)
As at 31 December 2014 (unaudited)	<u>4,000</u>	<u>40,334</u>	<u>2</u>	<u>-</u>	<u>13,230</u>	<u>57,566</u>
As at 1 April 2015 (audited)	4,000	40,334	2	-	8,402	52,738
Issue of convertible bonds (note)	-	-	-	13,991	-	13,991
Issue of shares upon conversion of convertible bonds (note)	153	14,086	-	(13,991)	-	248
Profit and total comprehensive income for the period	-	-	-	-	12,976	12,976
As at 31 December 2015 (unaudited)	<u>4,153</u>	<u>54,420</u>	<u>2</u>	<u>-</u>	<u>21,378</u>	<u>79,953</u>

* Represents amount less than HK\$1,000

Note:

These amounts represent the fair value of the convertible bonds at date of issue/conversion. On 4 June 2015, the acquisition of subsidiaries was completed and the Company issued convertible bonds with an aggregate principal amount of HK\$10,717,000. During the Reporting Period, those convertible bonds were converted into 15,310,714 ordinary shares of HK\$0.01 each at the conversion price of HK\$0.7 per share. The Group engaged an independent appraiser to assist with the identification and determination of fair values to be assigned to the assets and liabilities of the subsidiaries, and determination of fair value of the convertible bonds. However, the valuation was not finalised and hence the initial accounting for the business combination of the subsidiaries was incomplete by the date of this announcement. Therefore, the amounts recognised was on a provisional basis.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

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

Pursuant to a reorganisation of the Company and its subsidiaries now comprising the Group to rationalise the Group's structure in preparation for the Listing, the Company became the holding company of the Group as set out in the paragraph headed "Reorganisation" of the section headed "History, Reorganisation and Corporate Structure" of the prospectus of the Company dated 22 September 2014 ("Prospectus").

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 nine months ended 31 December 2015 have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards ("HKFRSs") issued by Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

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 2015 as set out in the 2015 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 2015.

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 yet applied the new and revised HKFRSs that have been issued but not yet 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.

2. BASIS OF PREPARATION (Continued)

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

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

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

3. TURNOVER

	Three months ended 31 December		Nine months ended 31 December	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Sales of goods	<u>28,892</u>	<u>20,581</u>	<u>88,399</u>	<u>60,028</u>

4. OTHER INCOME AND GAIN

	Three months ended 31 December		Nine months ended 31 December	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Bank interest income	10	35	41	35
Gain on change in fair value of financial liabilities at fair value through profit or loss	<u>8,952</u>	<u>-</u>	<u>15,732</u>	<u>-</u>
	<u>8,962</u>	<u>35</u>	<u>15,773</u>	<u>35</u>

5. PROFIT/(LOSS) BEFORE TAX

Profit/(Loss) before tax is arrived at after charging:

	Three months ended 31 December		Nine months ended 31 December	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Auditor's remuneration	205	153	615	458
Costs of inventories recognised as expenses	15,878	9,213	44,458	24,083
Depreciation of property, plant and equipment	415	341	1,323	946
Amortisation of intangible assets	329	-	658	-
Lease payments under operating leases:				
Minimum lease payments	6,740	6,404	19,960	16,557
Contingent rent	155	167	565	429
Listing expenses (including professional fees and other expenses)	-	-	-	8,047
Staff costs (note 6)	5,405	3,917	14,311	10,785
Finance costs				
- interest on convertible bonds	-	-	23	-
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6. STAFF COSTS

	Three months ended 31 December		Nine months ended 31 December	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Employee costs (including directors) comprise:				
Salaries and other benefits	5,181	3,771	13,690	10,356
Contributions to retirement benefits schemes	224	146	621	429
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	5,405	3,917	14,311	10,785
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7. INCOME TAX CREDIT

	Three months ended 31 December		Nine months ended 31 December	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Hong Kong Profits Tax	<u>616</u>	<u>567</u>	<u>465</u>	<u>11</u>

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

8. DIVIDEND

The Board does not recommend payment of any dividend for the nine months ended 31 December 2015 (for the nine months ended 31 December 2014: Nil).

9. EARNINGS/(LOSS) PER SHARE

The calculation of basic and diluted earnings/(loss) per share attributable to the equity holders of the Company is based on the following data:

	Three months ended 31 December		Nine months ended 31 December	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Earnings/(Loss):				
Profit/(Loss) for the period for the purpose of calculating basic earnings/(loss) per share	5,730	(2,833)	12,976	(7,869)
Gain on change in fair value of financial liabilities at fair value through profit or loss	<u>(4,600)</u>	<u>-</u>	<u>(8,083)</u>	<u>-</u>
Adjusted profit for the purpose of calculating diluted earnings/(loss) per share	<u>1,130</u>	<u>(2,833)</u>	<u>4,893</u>	<u>(7,869)</u>

9. EARNINGS/(LOSS) PER SHARE (Continued)

	Three months ended 31 December		Nine months ended 31 December	
	2015 (Unaudited)	2014 (Unaudited)	2015 (Unaudited)	2014 (Unaudited)
Number of shares:				
Weighted average number of shares for the purpose of calculating basic earnings/(loss) per share	415,310,714	400,000,000	411,747,493	335,273,000
Contingent consideration payables	<u>18,355,907</u>	<u>-</u>	<u>18,355,907</u>	<u>-</u>
Adjusted weighted average number of shares for the purpose of calculating diluted earnings/(loss) per share	<u>433,666,621</u>	<u>400,000,000</u>	<u>430,103,400</u>	<u>335,273,000</u>

Basic earnings/(loss) per share was calculated by dividing the profit/(loss) attributable to the shareholders of the Company by the weighted average number of ordinary shares in issue during the period.

Diluted earnings/(loss) per share for the nine months ended 31 December 2015 was calculated by adjusting the earnings/(loss) and weighted average number of shares to assume dilutive potential ordinary shares from contingent consideration payables at the end of each reporting period.

The weighted average number of shares for the purpose of calculating basic and diluted earnings/(loss) per share for the nine months ended 31 December 2014 has been retrospectively adjusted for the issue of shares during the reorganisation and capitalisation issue as disclosed in the paragraphs headed "Reorganisation" of the section headed "History, Reorganisation and Corporate Structure" of the Prospectus as if the shares had been in issue throughout the entire reporting periods. As there were no dilutive potential ordinary shares for the nine months ended 31 December 2014, the diluted earnings/(loss) per share is the same as basic earnings/(loss) per share.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review and Future Outlook

Business Review

Retail chain business in lighting and designer label furniture

Retail chain business in lighting and designer label furniture is the core business of the Group. Being the most well-established retail chain group of lighting products in Hong Kong, E Lighting possesses rich experience in the sale of quality lighting and designer label furniture products from all over the world. During the Reporting Period, E Lighting was cautious about its retail network development due to the sluggish retail environment. E Lighting has slowed down the expansion plan and concentrated on the consolidation of retail network and optimisation of product-mix. During the Reporting Period, turnover of the retail chain business in lighting and designer label furniture was approximately HK\$69,357,000, representing an increase of approximately 15.5% as compared with that of the preceding period.

Business in tableware and giftware

In June 2015, the Group successfully acquired a tableware and giftware supplier, Trendmall Group. The acquisition has expanded the Group's existing business portfolio, and broadened its source of income and additional cash flows. Turnover of the business in tableware and giftware from the date of acquisition to 31 December 2015 was approximately HK\$19,042,000, accounted for approximately 21.5% of the Group's turnover.

Future Outlook

The visibility of the market outlook in the year 2016 now is low and the coming year will undoubtedly be challenging. To cope with the challenges ahead, the Group will continue to concentrate on the consolidation of retail network and optimisation of product-mix.

However, the underlying demand for residential properties is strong and measures have been announced in the 2016 Policy Address to increase housing supply to meet with demands. In the long-run, with the stepped-up efforts of the Government of the Hong Kong Special Administrative Region to increase housing supply in the next five years, more housing units are expected to be completed. Therefore, E Lighting is afforded with new opportunities in its various lines of business.

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. The Group will strive to maintain a streamlined business operation, while catering for consumers' specific needs and being responsive to market changes. Leveraging the strong 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 about its development in the future. We will continue to maintain steady growth and to maximise returns for our investors.

Financial Review

Turnover

During the Reporting Period, the Group's turnover was approximately HK\$88,399,000, representing an increase of approximately 47.3% from approximately HK\$60,028,000 as compared with that of the preceding period. The increase was mainly contributed by the new stores opened last financial year and current financial year and the acquisition of business in tableware and giftware during the current financial year.

During the Reporting Period, turnover of the retail chain business in lighting and designer label furniture was approximately HK\$69,357,000, representing an increase of approximately 15.5% from approximately HK\$60,028,000 as compared with that of the preceding period.

Turnover of the business in tableware and giftware from the date of acquisition to 31 December 2015 was approximately HK\$19,042,000.

Gross Profit and Gross Margin

During the Reporting Period, the Group's gross profit was approximately HK\$40,718,000, representing an increase of approximately 20.2% from approximately HK\$33,886,000 as compared with that of the preceding period. The increase was primarily due to increase in sales. During the Reporting Period, The Group's overall gross profit margin was approximately 46.1%.

Selling and Distribution Expenses

During the Reporting Period, the Group's selling and distribution expenses was approximately HK\$32,513,000, representing an increase of approximately 23.1% from HK\$26,421,000 as compared with that of the preceding period. Selling and distribution expenses primarily consist of rentals for retail outlets and related expenses, staff costs (including salaries and sales commission to salesperson), electronic payment charges and depreciation. The increase was primarily due to increase in rental expenses and staff costs.

Administrative and Other Expenses

During the Reporting Period, the Group's administrative and other expenses was approximately HK\$11,444,000, representing a decrease of approximately 25.6% from HK\$15,380,000 as compared with that of the preceding period. Administrative and other expenses primarily consist 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 the net effect of the absence of an one-off listing expenses during the Reporting Period and increase in rental expenses and staff costs.

Profit/(Loss) for the Period

The Group recorded a profit of approximately HK\$12,976,000 during the Reporting Period (nine months ended 31 December 2014 : loss of approximately HK\$7,869,000).

Dividend

The Board does not recommend the payment of any dividend for the nine months ended 31 December 2015 (nine months ended 31 December 2014 : Nil).

Comparison Between Business Objectives with Actual Business Progress

The following is a comparison of the Group's business plan as set out in the Company's prospectus dated 22 September 2014 (the "Prospectus") with actual business progress for the nine months ended 31 December 2015.

Business plan up to 31 March 2016 as set out in the Prospectus

Actual business progress up to 31 December 2015

Expansion of retail floor area (including LED specialty stores, lighting stores, lighting & furniture combined stores)

- | | |
|---|--|
| <ul style="list-style-type: none">- explore and identify new districts suitable for new retail outlets- negotiate and incept tenancy agreements to enable the anticipated expansion of floor area by an additional 9,000 sq. ft.- renovation and furnishing of new retail outlets | <p>The Group has successfully identified five suitable retail outlets in Shatin, Mongkok, Whampoa, Kowloon Bay and Central, and in the process of exploring and identifying new districts suitable for new retail outlets</p> <p>The Group has incepted tenancy agreements with those five landlords, which will increase the floor areas of over 7,500 sq. ft. in aggregate</p> <p>The five new retail outlets at Shatin, Mongkok, Whampoa, Central and Kowloon Bay, approximately 7,500 sq. ft. floor area in aggregate, were operated</p> |
|---|--|

Marketing and promotion of our own branding of trademarks

- | | |
|--|---|
| <ul style="list-style-type: none">- launch media advertising and promotion in newspaper, magazine, etc | <p>The Group has launched advertisement and promotion in newspaper, magazine and banner to promote its own branding of trademarks in the market</p> |
|--|---|

Solicit new incoming brands to expand product range

- | | |
|---|--|
| <ul style="list-style-type: none">- probe and explore further new brands of potential | <p>The Group has introduced more than 5 world-renowned brands from Italy, Austria and United States and is in the process of probing and exploring new brands of potential</p> |
|---|--|

Position ourselves to capture LED market

- | | |
|--|---|
| <ul style="list-style-type: none">- monitor latest development of policies for replacing Incandescent Light Source with LED- expand our Panasonic LED product range | <p>The Group is monitoring the latest development of these policies</p> <p>The Group is negotiating with the supplier to expand the Panasonic LED product range</p> |
|--|---|

Strengthen logistics management

- | | |
|---|---|
| <ul style="list-style-type: none">- implement new technological system ware for point-of sale inventory monitoring for new retail outlets- explore and identify new suitable warehousing facilities, negotiate and incept tenancy agreement for new warehousing facilities and commence renovation works, and commence operation of new warehousing facilities | <p>The Group is in the process of implementing the new technological system ware</p> <p>The Group has increased approximately 7,000 sq. ft. warehousing facilities.</p> |
|---|---|

Having considered the changes in the business environment, the Directors have resolved that the Group should slow down and reduce the scale of the expansion plan. Therefore, there is no further progress in respect of the plans of expansion of retail floor area and explore and identify new suitable warehousing facilities.

The Directors will constantly evaluate the Group's business objectives and may change or modify plans against the changing market condition to attain sustainable business growth of the Group.

Use of Proceeds from the Listing

The actual net proceeds from the issue of new shares of the Company under the placing were approximately HK\$33.5 million. We have adjusted the use of proceeds in the same proportion as shown in the Prospectus.

On 7 October 2015, the Directors has reviewed the utilisation of the net proceeds. Having considered the changes in the business environment, the Directors considered that the current number of retail stores is correspondingly sufficient to meet the demand of customers (which has unexpectedly been reduced since the Listing) and resolved that the Group should slow down and reduce the scale of the expansion plan. The Directors considered that the funding requirement of the expansion plan would be reduced and certain of the net proceeds originally intended to be used for the expansion would be reallocated for working capital and other general corporate purpose, in order to improve working capital position and liquidity of the Group, and enhance the Group's capability to capture future business and investment opportunities (if any). For details, please refer to the Company's announcements dated 7 October 2015.

An analysis of the utilisation of the actual net proceeds and the unused amount as at 31 December 2015 is set out below:

Use of proceeds	Net Proceeds after reallocation HK\$'000	Utilised amount as at 31 December 2015 HK\$'000	Unused amount as at 31 December 2015 HK\$'000
a) Expansion of retail floor area by approximately 12,000 sq. ft.	25,740	18,100	7,640
b) Marketing and promotion of our own branding of trademarks	2,138	1,320	818
c) Strengthen logistics management	2,309	250	2,059
d) Working capital and other general corporate purpose	3,342	3,342	-
Total	33,529	23,012	10,517

The unused net proceeds have been placed as interest bearing deposits with licensed bank in Hong Kong.

CORPORATE GOVERNANCE AND OTHER INFORMATION

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

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

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

As at 31 December 2015, the interests and short positions of the Directors and the chief executive of the Company (the "Chief Executive") in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("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 as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard of Dealings") were as follows:

Long positions in ordinary shares of the Company

Name	Capacity/Nature of interests	Number of securities	Approximate percentage of shareholding
Mr. Hui Kwok Keung Raymond	Interest in controlling corporation	210,000,000 (Note 1)	50.56%
Mr. Hue Kwok Chiu	Interest in controlling corporation	45,000,000 (Note 2)	10.84%
Mr. Chou Hing Yan Stephen ("Mr. Chou")	Interest in controlling corporation	20,000,000 (Note 3)	4.82%

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.
- (3) These shares are held by Time Palace Holdings Limited, a company wholly-owned by Mr. Chou.

Save as disclosed above, as at 31 December 2015, 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 associated corporation as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Required Standard of Dealings.

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

As at 31 December 2015, 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

Name	Capacity/Nature of interests	Number of securities	Approximate percentage of shareholding
Time Prestige Ventures Limited	Beneficial Owner	210,000,000	50.56%
Star Adventure Holdings Limited	Beneficial Owner	45,000,000	10.84%
Ms. Ng Hiu Ying (Note 1)	Interest of spouse	45,000,000	10.84%
Zhang Yong Fang (Note 2)	Beneficial Owner	35,725,000	8.60%
Time Palace Holdings Limited	Beneficial Owner	20,000,000	4.82%
Ms. Chow Kam Yiu (Note 3)	Interest of spouse	20,000,000	4.82%

Notes:

- (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.
- (2) The 35,725,000 shares that Zhang Yong Fang are interested in represent the underlining shares of the Company of the principal amount of convertible bonds of HK\$25,007,500 to be issued by the Company upon the fulfillment of the profit guarantee as set out in the announcements dated 13 May 2015, 21 May 2015 and 4 June 2015 of the Company at the conversion price of HK\$0.7 per share.
- (3) Ms. Chow Kam Yiu is the spouse of Mr. Chou. Under the SFO, Ms. Chow Kam Yu is deemed to be interested in the same number of shares in which Mr. Chou is interested.

Save as disclosed above, as at 31 December 2015, there was 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 were recorded in the register required to be kept by the Company under section 336 of the SFO.

Share Option Scheme

The purpose of the share option scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group (the “Eligible 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 are authorised, at their absolute discretion and subject to the terms of the 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 2015, the total number of shares available for issue under the Share Option Scheme is 40,000,000 shares, representing 9.63% of the issued shares of the Company. Since the adoption of the Share Option Scheme, no share option has been granted by the Company.

Rights to Acquire Shares or Debentures

At no time during the Reporting Period was the Company, or any of its holding companies or any of its subsidiaries a party to any arrangement to enable the Directors and the Chief 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 its associated corporations (within the meaning of Part XV of the SFO).

Competing Interests

As at 31 December 2015, 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.

Compliance Adviser’s Interests

As at 31 December 2015, neither Ample Capital Limited, the compliance adviser of the Company, nor any of its Directors, employees or close associates had any interests in the securities of the Company or any other companies of the Group (including options or rights to subscribe for such securities) pursuant to Rule 6A.32 of GEM Listing Rules.

Compliance with the Corporate Governance Code

The Company is committed to achieving high standards of corporate governance to safeguard the interests of the shareholders of the Company and enhance its corporate value. The Company’s corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report in Appendix 15 to the GEM Listing Rules (the “CG Code”). To the best knowledge of the Board, the Company 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 Rules 5.48 to 5.67 of the GEM Listing Rules. The Company has made specific enquiries with all Directors and the Company was not aware of any non-compliance with the required standard of dealings and the code of conduct for dealing in securities of the Company during the Reporting Period.

Audit Committee

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

The Audit Committee had reviewed the unaudited consolidated results of the Group for the nine months ended 31 December 2015 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.

Sufficiency of Public Float

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

PUBLICATION OF THIRD QUARTERLY RESULTS AND THIRD QUARTERLY REPORT

This results announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.elighting.asia). The third quarterly report of the Company for the nine months ended 31 December 2015 containing all the information required by the GEM Listing Rules will be dispatched to the Company’s shareholders and published on the above websites in due course.

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

Hong Kong, 2 February 2016

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

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