



LUMINA GROUP LIMITED

風集團有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Code: 8470

2018

THIRD QUARTERLY REPORT



CHARACTERISTICS OF THE 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 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.

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

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*This report, for which the directors (the “**Directors**”) of Lumina Group Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

THIRD QUARTERLY RESULTS

The board of Directors (the “**Board**”) is pleased to announce the unaudited condensed consolidated financial results of the Company and its subsidiaries (collectively, the “**Group**”) for the nine months ended 31 December 2018 (the “**Relevant Period**”), together with the unaudited comparative figures for the corresponding period in 2017 as follows:

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

For the nine months ended 31 December 2018

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Revenue	3	28,386	25,207	80,060	75,878
Direct costs		(20,536)	(18,478)	(55,922)	(53,139)
Gross profit		7,850	6,729	24,138	22,739
Bank interest income		169	75	492	76
Administrative expenses		(2,495)	(2,418)	(7,538)	(5,462)
Listing expenses		-	(1,576)	-	(8,270)
Finance cost		-	-	-	(53)
Profit before taxation		5,524	2,810	17,092	9,030
Income tax expense	4	(721)	(718)	(2,571)	(2,879)
Profit and total comprehensive income for the period attributable to owners of the Company		4,803	2,092	14,521	6,151
Earnings per share					
Basic (HK cents)	6	0.80	0.44	2.42	1.52

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2018

	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000	Accumulated profits HK\$'000	Total equity HK\$'000
At 1 April 2017 (audited) (Note (i))	-	-	921	24,672	25,593
Profit and total comprehensive income for the period	-	-	-	6,151	6,151
Capitalisation issue (Note (ii))	4,500	(4,500)	-	-	-
Issue of shares upon share offer (Note (iii))	1,500	67,500	-	-	69,000
Transaction costs directly attributable to issue of shares	-	(9,337)	-	-	(9,337)
At 31 December 2017 (Unaudited)	6,000	53,663	921	30,823	91,407
At 1 April 2018 (Audited)	6,000	53,663	921	36,028	96,612
Profit and total comprehensive income for the period	-	-	-	14,521	14,521
At 31 December 2018 (Unaudited)	6,000	53,663	921	50,549	111,133

Notes:

- (i) The other reserve represents the difference between the nominal value of the issued capital of subsidiaries pursuant to a group reorganization over the consideration paid for acquiring these subsidiaries.
- (ii) Pursuant to written resolutions passed by the shareholder on 22 September 2017, conditional upon the share premium account of the Company was credited as a result of the allotment and issue of the Company's shares, the directors of the Company were authorised to capitalise the amount of HK\$4,499,000 from the amount standing to the credit of the share premium account of the Company and to apply such amount to pay up in full at par 449,999,900 shares of the Company for the allotment and issue. The capitalisation issue was completed on 25 October 2017.
- (iii) The shares of the Company were listed on the GEM of the Stock Exchange on 25 October 2017. 150,000,000 ordinary shares were issued at an offer price of HK\$0.46 per share with gross proceeds of HK\$69,000,000.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2018

1. GENERAL

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 7 July 2016 and its shares have been listed on the GEM of the Stock Exchange (the “**Listing**”) on 25 October 2017 (the “**Listing Date**”). The registered office of the Company is located at Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands. The addresses of the Company’s registered office and the principal place of business are located at 1/F., R&T Centre, No 81-83 Larch Street, Tai Kok Tsui, Kowloon, Hong Kong.

The Company’s immediate and ultimate holding company is Foxfire Limited (“**Foxfire**”), a private company incorporated in the British Virgin Islands and wholly owned by Mr. Fok Hau Fai (“**Mr. Fok**”).

The Company is an investment holding company and its subsidiaries are principally engaged in provision of fire safety services in Hong Kong.

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

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standard (“**HKFRSs**”) issued by the Hong Kong Institution of Certified Public Accountants (the “**HKICPA**”) as well as with the applicable disclosure requirements of chapter 18 of the GEM Listing Rules and the Hong Kong Companies Ordinance.

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements of the Group for the Relevant Period are consistent with those applied in the Group’s audited consolidated financial statements for the year ended 31 March 2018.

HKICPA has issued a number of new and amendment to HKFRSs and interpretations that are first effective or available for early adoption for the Relevant Period.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (continued)

Except for the new and amendments to HKFRSs and an interpretation have been applied in accordance with the relevant transition provisions in the respective standards which results in changes in accounting policies and amounts reported as described below, the application of other amendments to HKFRSs and the interpretation in the current period has had no material effect on the amounts reported set out in these condensed consolidated financial statements.

2.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers

The Group has applied HKFRS 15 for the first time in the current period. HKFRS 15 superseded HKAS 18 Revenue, HKAS 11 Construction Contracts and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 April 2018. Any difference at the date of initial application is recognised in the opening retained profits (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the standard retrospectively only to contracts that are not completed at 1 April 2018 and has used the practical expedient for all contract modifications that occurred before the date of initial application, the aggregate effect of all of the modifications was reflected at the date of initial application. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 Revenue and HKAS 11 Construction Contracts and the related interpretations.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers (continued)

The application of HKFRS 15 did not have a material impact on the timing and amounts of revenue recognised in the respective reporting periods.

2.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments

In the current period, the Group has applied HKFRS 9 Financial Instruments and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for (1) the classification and measurement of financial assets and financial liabilities, (2) expected credit losses (“ECL”) for financial assets, and (3) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9. i.e. applied the classification and measurement requirements (including impairment) retrospectively to instruments that have not been derecognised as at 1 April 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 April 2018. The difference between carrying amounts as at 31 March 2018 and the carrying amounts as at 1 April 2018 are recognised in the opening retained profits and other components of equity, without restating comparative information.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (continued)

2.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments (continued)

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 Financial Instruments: Recognition and Measurement.

There was no significant impact to the ECL on trade receivables and contract assets as at 1 April 2018 upon application of HKFRS 9.

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

The unaudited condensed consolidated financial statements for the Relevant Period have not been audited or reviewed by the Company's independent auditor, but have been reviewed by the Company's audit committee.

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

3. REVENUE

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

	Three months ended 31 December		Nine months ended 31 December	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Income from fire safety system installation services ("Fire safety system installation")	27,148	22,096	72,113	66,765
Income from fire safety system repair and maintenance services ("Repair and maintenance")	1,238	3,111	7,947	9,113
	28,386	25,207	80,060	75,878

4. INCOME TAX EXPENSE

	Three months ended 31 December		Nine months ended 31 December	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Hong Kong Profits Tax - current tax	721	718	2,571	2,879

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

5. DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2018 (nine months ended 31 December 2017: Nil).

6. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the following data:

	Three months ended 31 December		Nine months ended 31 December	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Earnings				
Earnings for the purpose of calculating basic earnings per share (profit for the period attributable to owners of the Company)	4,803	2,092	14,521	6,151
	2018 '000	2017 '000	2018 '000	2017 '000
Number of shares				
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	600,000	473,087	600,000	403,569

The weighted average number of ordinary shares for the purpose of calculating basic earnings per share has been determined on the assumption that the Capitalisation Issue as defined in the Prospectus had been effective on 1 April 2017.

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

BUSINESS REVIEW AND OUTLOOK

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

Capitalising on our extensive experience in installing, maintaining and repairing fire installations, our Group has earned a solid customer base and long-term relationship with reputable customers. The Group's capability of delivering a wide range of quality fire safety solutions have helped building a solid and diversified customer base comprising property owners and tenants, construction contractors and property managers in the private sector and the government and non-governmental organisations in the public sector.

Our listing status enhanced our corporate profile and recognition that in turn reinforced our brand awareness and image in both of our existing and potential customers. To capture the growth in the market, our Board and management are actively exploring new business opportunities by keeping track of any new projects through existing and new network.

FINANCIAL REVIEW

Revenue

Revenue increased from approximately HK\$75.9 million for the nine months ended 31 December 2017 to approximately HK\$80.1 million for the nine months ended 31 December 2018, representing an increase of approximately 5.5%. Such increase was mainly attributable to the revenue generated by the new contracts of fire safety system installation.

Direct Costs

Direct costs increased from approximately HK\$53.1 million for the nine months ended 31 December 2017 to approximately HK\$55.9 million for the nine months ended 31 December 2018, representing an increase of approximately 5.3%. Such increase was in line with the increase in revenue during the nine months ended 31 December 2018.

Gross Profit

Gross profit increased from approximately HK\$22.7 million for the nine months ended 31 December 2017 to approximately HK\$24.1 million for the nine months ended 31 December 2018, representing an increase of approximately 6.2%. The overall gross profit margin slightly increased from approximately 30.0% for the nine months ended 31 December 2017 to approximately 30.1% for the nine months ended 31 December 2018. The management will continue to devote more efforts to maintain the overall gross profit margin.

Bank Interest Income

The Company recorded bank interest income of approximately HK\$492,000 for the nine months ended 31 December 2018 (2017: HK\$76,000). Such increase was attributable to the interest income generated from the unused net proceeds of the Listing deposited into short-term demand deposits with Hong Kong licensed banks.

Administrative Expenses

Administrative expenses increased from approximately HK\$5.5 million for the nine months ended 31 December 2017 to approximately HK\$7.5 million for the nine months ended 31 December 2018, representing an increase of approximately 36.4%. Such increase was mainly attributable to the increase in staff costs and professional fees incurred during the nine months ended 31 December 2018.

Listing Expenses

The Group recorded non-recurring Listing expenses of approximately HK\$8.3 million for the nine months ended 31 December 2017 as expenses in connection with the Listing.

Income Tax Expense

Income tax expense decreased from approximately HK\$2.9 million for the nine months ended 31 December 2017 to approximately HK\$2.6 million for the nine months ended 31 December 2018 representing a decrease of approximately 10.3%. Such decrease was mainly attributable to the increase in administrative expenses which were tax deductible.

Profit and Total Comprehensive Income for the Period

Profit and total comprehensive income for the period increased from approximately HK\$6.2 million for the nine months ended 31 December 2017 to approximately HK\$14.5 million for the nine months ended 31 December 2018, representing an increase of approximately 133.9%. Such increase was mainly attributable to the net effect of (i) the increase in revenue and gross profit; (ii) the decrease in Listing expenses; and (iii) the increase in administrative expenses.

DISCLOSURE OF INTERESTS

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

As at 31 December 2018, the interests and short positions of the Directors and chief executives of the Company in the Shares, the underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such director or chief executive was taken or deemed to have under such provision of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to standard of dealings by Directors referred in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

(i) Long positions in the Shares

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

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

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

Name of Director	Name of associated corporation	Nature of Interest	Number of the Shares held/ interested in	Percentage of Shareholding
Mr. Fok	Foxfire	Beneficial owner	1	100%

Save as disclosed above, as at 31 December 2018, none of the Directors nor chief executive of the Company has registered any interest and short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

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

So far as the Directors are aware, as at 31 December 2018, the following persons (other than the Directors or chief executive of the Company) or companies interested in 5% or more of the issued share capital of the Company which were recorded in the register of interests required to be kept by the Company under Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules:

Name of Shareholder	Nature of Interest	Number of the Shares held/ interested in	Long/Short position	Percentage of Shareholding
Foxfire (Note)	Beneficial owner	427,500,000	Long position	71.3%

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

Save as disclosed above, as at 31 December 2018, the Directors were not aware of any other persons or companies who had any interest or short position in the Shares, underlying Shares or debentures of the Company that was required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

SHARE OPTION SCHEME

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

No share option has been granted since the adoption of the Scheme and there was no share option outstanding as at 31 December 2018.

DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the share option scheme, during the nine months ended 31 December 2018, the Company or any of its subsidiaries was not a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

As at 31 December 2018, none of the Directors or chief executives of the Company held any share options of the company.

COMPETING INTERESTS

The Directors are not aware of any business or interest of Directors nor the controlling shareholder of the Company nor any of their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the nine months ended 31 December 2018.

INTEREST OF COMPLIANCE ADVISER

As at 31 December 2018, except for the compliance adviser agreement entered into between the Company and CLC International Limited (the “CLC”) dated on 28 September 2017, neither CLC nor any of its directors, employees or close associates had any interests in relation to the Group which requires to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

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

During the nine months ended 31 December 2018 and up to the date of this report, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities.

CORPORATE GOVERNANCE CODE

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

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

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted a code of provisions of conduct regarding securities transactions by the Directors (the “**Code of Conduct**”) on terms no less exacting than the required standards of dealings concerning securities transactions by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company has made specific enquiry to all Directors, and all Directors have confirmed that they have fully complied with the required standard of dealings set out in the Code of Conduct during the nine months ended 31 December 2018 and up to the date of this report.

AUDIT COMMITTEE

The Board has established an audit committee (the “**Audit Committee**”) on 22 September 2017 with its written terms of reference in compliance with paragraphs C3.2, C3.3 and C3.7 of the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control and risk management systems of the Group, nominate and monitor external auditors and to provide advices and comments to the Board on matters related to corporate governance. The Audit Committee consists of three members, namely Mr. Lee Yin Sing, Mr. Hung Kin Sang and Mr. Wan Chun Kwan, all being Independent Non-executive Directors of the Company. Mr. Lee Yin Sing currently serves as the chairman of the Audit Committee.

The Audit Committee has reviewed this report and the unaudited condensed consolidated results of the Group for the nine months ended 31 December 2018 and the effectiveness of internal control system.

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

Hong Kong, 11 February 2019

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