

FORELAND FABRICTECH HOLDINGS LIMITED (the “Company”)
(Incorporated in Bermuda with Company Registration No. 39151)

UNAUDITED FINANCIAL STATEMENT AND DIVIDEND ANNOUNCEMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS

- 1(a)(i) **An income statement and statement of comprehensive income, or a statement of comprehensive income for the group together with a comparative statement for the corresponding period of the immediately preceding financial year.**

Consolidated Statement of Comprehensive Income

Group	Three months ended 31 December			Twelve months ended 31 December		
	2018 (Unaudited) RMB'000	2017 (Unaudited) RMB'000	Change %	2018 (Unaudited) RMB'000	2017 (Unaudited) RMB'000	Change %
Continuing operations						
Revenue	-	-	-	-	-	-
Cost of sales	-	-	-	-	-	-
Gross profit	-	-	-	-	-	-
Other income	-	94	(100)	345	177	95
Selling and distribution expenses	-	(35)	(100)	(104)	(35)	197
Administrative expenses	(405)	(1,073)	(62)	(3,069)	(3,453)	(11)
Other operating expenses	-	-	-	-	(81,863)	(100)
Loss before tax	(405)	(1,014)	(60)	(2,828)	(85,174)	(97)
Taxation	-	(3)	(100)	(10)	(3)	233
Loss after tax from continuing operations	(405)	(1,017)	(60)	(2,838)	(85,177)	(97)
Discontinued operation						
Loss after tax from discontinued operation	-	-	-	-	(2,389)	(100)
Net loss, representing total comprehensive loss for the period attributable to shareholders	(405)	(1,017)	(60)	(2,838)	(87,566)	(97)

- 1(a)(ii) **The following items (with appropriate breakdowns and explanations), if significant, must either be included in the income statement or in the notes to the income statement for the current financial period reported on and the corresponding period of the immediately preceding financial year:**

Loss before income tax is determined after charging the following:

Group	Three months ended 31 December			Twelve months ended 31 December		
	2018 (Unaudited) RMB'000	2017 (Unaudited) RMB'000	Change %	2018 (Unaudited) RMB'000	2017 (Unaudited) RMB'000	Change %
Continuing operations						
Depreciation of property, plant and equipment	4	4	-	14	14	-
Foreign exchange loss/ (gain)	12	(64)	N.M	384	64	500
Loss on disposal of subsidiary	-	-	-	-	81,863	(100)

Group	Three months ended			Twelve months ended		
	31 December			31 December		
	2018	2017	Change	2018	2017	Change
(Unaudited)	(Unaudited)	(Unaudited)		(Unaudited)		
	RMB'000	RMB'000	%	RMB'000	RMB'000	%
Discontinued operation						
Amortisation of land use rights	-	-	-	-	123	(100)
Depreciation of property, plant and equipment	-	-	-	-	1,366	(100)
Inventories written-off	-	-	-	-	107	(100)

Discontinued operations

On 9 May 2018, the Company announced that it may have loss control over its wholly-owned subsidiary, Fulian Knitting Co., Limited ("Fulian"). The Company will make further announcement as and when there are material development in this regard.

	Three months ended			Twelve months ended		
	31 December			31 December		
	2018	2017	Change	2018	2017	Change
(Unaudited)	(Unaudited)	(Unaudited)		(Unaudited)		
	RMB'000	RMB'000	%	RMB'000	RMB'000	%
Revenue	-	-	-	-	87	(100)
Cost of sales	-	-	-	-	(166)	(100)
Gross profit	-	-	-	-	(79)	(100)
Selling and distribution expenses	-	-	-	-	(35)	(100)
Administrative expenses	-	-	-	-	(2,168)	(100)
Other operating expenses	-	-	-	-	(107)	(100)
Loss before tax	-	-	-	-	(2,389)	(100)
Taxation	-	-	-	-	-	-
Net loss from discontinued operation	-	-	-	-	(2,389)	(100)

N.M – not meaningful

1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.

Statement of Financial Position

	Group		Company	
	31/12/2018 (Unaudited) RMB'000	31/12/2017 (Unaudited) RMB'000	31/12/2018 (Unaudited) RMB'000	31/12/2017 (Unaudited) RMB'000
Non-current assets				
Property, plant and equipment	11	25	11	25
Investment in subsidiaries	-	-	9	9
	<u>11</u>	<u>25</u>	<u>20</u>	<u>34</u>
Current assets				
Other receivables	2,528	225	-	-
Amount due from a subsidiary	-	-	337	185
Cash and cash equivalents	78	16	70	9
	<u>2,606</u>	<u>241</u>	<u>407</u>	<u>194</u>
Total assets	<u>2,617</u>	<u>266</u>	<u>427</u>	<u>228</u>
Current liabilities				
Other payables and accruals	14,414	9,222	11,904	8,987
Tax payable	-	3	-	-
Total liabilities	<u>14,414</u>	<u>9,225</u>	<u>11,904</u>	<u>8,987</u>
Net current liabilities	<u>(11,808)</u>	<u>(8,984)</u>	<u>(11,497)</u>	<u>(8,793)</u>
Net liabilities	<u>(11,797)</u>	<u>(8,959)</u>	<u>(11,477)</u>	<u>(8,759)</u>
Equity attributable to equity holders of the Company				
Share capital	206,765	206,765	206,765	206,765
Share premium	74,349	74,349	74,349	74,349
Accumulated losses	(292,911)	(290,073)	(292,591)	(289,873)
Total equity	<u>(11,797)</u>	<u>(8,959)</u>	<u>(11,477)</u>	<u>(8,759)</u>

- 1(b)(ii) In relation to the aggregate amount of the group's borrowings and debt securities, specify the following as at the end of the current financial period reported on with comparative figures as at the end of the immediately preceding financial year:-**
- (A) the amount repayable in one year or less, or on demand;**
 - (B) the amount repayable after one year;**
 - (C) whether the amounts are secured or unsecured; and**
 - (D) details of any collaterals.**

The directors are not aware of the Group's borrowing, debt securities and collaterals except as follows:

The Company noted 26 courts proceedings against Fulian in the legal due diligence report on Fulian dated 9 May 2018. At the same time, the Company had announced its loss control on Fulian.

The Company received judgement of Quanzhou People's Court dated 6 August 2014, required that the Company, Fulian, Mr. Tsoi Kin Chit, Mr. Cai Fengquan, and 泉州星皓机械有限公司 within 10 days from the date of the court judgement to repay Ms. Hong Youling the principal loan amount of RMB7 million with interest (calculated based on four times the interest rate for the same type of loan obtained at the same period from People's Bank of China from 18 May 2012 till the repayment date enforced by Quanzhou People's Court).

If the repayment of loan is not fulfilled within the stipulated timeframe, double payment of the interest charged and/or late payment charges incurred for late payment of the loan amount is payable by the Company, Fulian, Mr. Tsoi Kin Chit, Mr. Cai Fengquan, and 泉州星皓机械有限公司.

In addition, the case acceptance fee of RMB71,580 payable to Quanzhou People's Court for handling the abovementioned judgement shall be borne by the Company, Fulian, Mr. Tsoi Kin Chit, Mr. Cai Fengquan, and 泉州星皓机械有限公司.

The Company will only be informed of the interest amount and the late payment charges upon repayment of the loan amount at Quanzhou People's Court.

In additions, a court enforcement notice received from Fujian Jinjiang People's Court required the Company and Fulian to fulfil the following obligations:

1. To perform the obligations as enforced in the legal documents;
2. Double payment of the interest charged and/or late payment charges incurred for late payment of the loan amount; and
3. Payment of legal costs incurred for the issuance of the notice. The expenditure restrictions imposed by the court are as follows:
 - a. Economy class or above for all modes of transportation, e.g. flight, train, ship
 - b. High expenditure in star-rated hotel, night club, golf courses, etc.
 - c. Purchase of real estate or high-end construction, expansion, renovation of houses
 - d. Rental of high-end office building, hotel, apartment, etc for business operation
 - e. Purchase of vehicles for non-business operations
 - f. Travelling for vacation
 - g. Child's enrolment in private school
 - h. Payment of high insurance premium for wealth management products
 - i. Taking all classes of seats for high speed rail train, first class seats and above for other types of trains which are not necessary for daily expenditure and business operations
 - j. Legal representative(s), main person-in-charge, the person-in-charge who has direct impact on the repayment of liabilities, actual controller are restricted to the abovementioned restrictions.

The above-mentioned matters were announced in the Company's announcement dated on 9 May 2018, 9 July 2018 and 16 July 2018.

1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

Consolidated Statement of Cash Flows

Group	Three months ended 31 December		Twelve months ended 31 December	
	2018 (Unaudited) RMB'000	2017 (Unaudited) RMB'000	2018 (Unaudited) RMB'000	2017 (Unaudited) RMB'000
Cash flows from operating activities				
Loss before income tax				
- Continuing operations	(405)	(1,014)	(2,828)	(85,174)
- Discontinued operation	-	-	-	(2,389)
Adjustment for:				
Amortisation of land use rights	-	-	-	123
Depreciation for property, plant and equipment	4	4	14	1,380
Inventories written-off	-	-	-	107
Loss on disposal of subsidiary	-	-	-	81,863
Waiver of debt due to a related party	-	-	-	(83)
Operating cash flows before movements in working capital	(401)	(1,010)	(2,814)	(4,173)
Inventories	-	-	-	154
Trade receivables	-	-	-	1,513
Other receivables	(2)	(193)	(2,303)	(207)
Trade payables	-	-	-	(287)
Other payables and accruals	468	1,206	5,192	2,957
Cash generated from/ (used in) operations	65	3	75	(43)
Tax paid	-	-	(13)	-
Net cash generated from/ (used in) operating activities	65	3	62	(43)
Cash flows from investing activities				
Disposal of a subsidiary, net cash outflow	-	-	-	(32)
Net cash used in investing activities	-	-	-	(32)
Net increase/ (decrease) in cash and cash equivalents	65	3	62	(75)
Cash and cash equivalent at the beginning of the period/year	13	13	16	91
Cash and cash equivalent at the end of the period/year	78	16	78	16

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

Statement of Changes in Equity

<u>Group</u>	Share capital RMB'000	Share premium RMB'000	Capital reserve RMB'000	General reserve fund RMB'000	Merger reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
Balance at 1 January 2017	206,765	74,349	1,463	56,069	(18,906)	(241,133)	78,607
Loss for the period	-	-	-	-	-	(86,549)	(86,549)
Deconsolidation of a subsidiary	-	-	(1,463)	(56,069)	18,906	38,626	-
Loss and total comprehensive loss for the period	-	-	(1,463)	(56,069)	18,906	(47,923)	(86,549)
Balance at 30 September 2017	206,765	74,349	-	-	-	(289,056)	(7,942)
Loss and total comprehensive loss for the period	-	-	-	-	-	(1,017)	(1,017)
Balance at 31 December 2017	206,765	74,349	-	-	-	(290,073)	(8,959)
Balance at 1 January 2018	206,765	74,349	-	-	-	(290,073)	(8,959)
Loss and total comprehensive loss for the period	-	-	-	-	-	(2,433)	(2,433)
Balance at 30 September 2018	206,765	74,349	-	-	-	(292,506)	(11,392)
Loss and total comprehensive loss for the period	-	-	-	-	-	(405)	(405)
Balance at 31 December 2018	206,765	74,349	-	-	-	(292,911)	(11,797)

<u>Company</u>	Share capital RMB'000	Share premium RMB'000	Accumulated losses RMB'000	Total RMB'000
Balance at 1 January 2017	206,765	74,349	(225,490)	55,624
Loss and total comprehensive loss for the period	-	-	(63,379)	(63,379)
Balance at 30 September 2017	206,765	74,349	(288,869)	(7,755)
Loss and total comprehensive loss for the period	-	-	(1,004)	(1,004)
Balance at 31 December 2017	206,765	74,349	(289,873)	(8,759)
Balance at 1 January 2018	206,765	74,349	(289,873)	(8,759)
Loss and total comprehensive loss for the period	-	-	(2,380)	(2,380)
Balance at 30 September 2018	206,765	74,349	(292,253)	(11,139)
Loss and total comprehensive loss for the period	-	-	(338)	(338)
Balance at 31 December 2018	206,765	74,349	(292,591)	(11,477)

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of aggregate number of treasury shares and subsidiary holdings held against the total number of share outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

	Company	
	Number of ordinary shares	Issued and paid-up share capital US\$'000
At 1 January 2017 and 31 December 2018	<u>544,395,199</u>	<u>27,220</u>

There were no outstanding convertibles issued or treasury shares held and subsidiary holdings of the Company as at 31 December 2018 and 31 December 2017 respectively.

1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

	At 31 December 2018 (Unaudited)	At 31 December 2017 (Unaudited)
Total number of issued shares (excluding treasury shares)	<u>544,395,199</u>	<u>544,395,199</u>

1(d)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

Not applicable.

1(d)(v) A statement showing all sales, transfers, disposal, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

Not applicable.

2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed by the auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

Not applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

There was certain new and revised Singapore Financial Reporting Standards ("FRS") that have been issued and are effective for accounting periods beginning on or after 1 January 2018. The adoption of these new/revised FRS, where applicable, has no material impact on the consolidated financial statements for the year ended 31 December 2018. Apart from the new/revised FRS, the accounting policies and methods of computation applied are consistent with the most recently audited financial statements.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

Not applicable.

6. Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

	Three months ended 31 December		Twelve months ended 31 December	
	2018	2017	2018	2017
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Continuing operations				
Net loss (RMB'000)	(405)	(1,017)	(2,838)	(85,177)
Weighted average number of ordinary shares in issue for diluted earnings per share ('000)	544,395	544,395	544,395	544,395
Loss per share (RMB cents)				
- Basic	(0.07)	(0.19)	(0.52)	(15.65)
Discontinued operation				
Net loss (RMB'000)	-	-	-	(2,389)
Weighted average number of ordinary shares in issue for diluted earnings per share ('000)	544,395	544,395	544,395	544,395
Loss per share (RMB cents)				
- Basic	-	-	-	(0.44)

The calculation of the diluted earnings per share is based on the Group's net loss attributable to shareholders and the weighted average number of ordinary shares in issue for the relevant period/year. Diluted earnings per share is not presented because there is no potential dilutive ordinary share existing during the financial period/year.

7. **Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the:**
(a) current financial period reported on; and
(b) immediately preceding financial year.

	Group		Company	
	31/12/2018 (Unaudited)	31/12/2017 (Unaudited)	31/12/2018 (Unaudited)	31/12/2017 (Unaudited)
Net asset value (RMB'000)	(11,797)	(8,959)	(11,477)	(8,759)
Number of shares at the end of the period ('000)	544,395	544,395	544,395	544,395
Net asset value per share (RMB per share)	(0.02)	(0.02)	(0.02)	(0.02)

8. **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:**
(a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and

The Group has no revenue in 4Q2018 and FY2018.

The Group has no other income in 4Q2018. In FY2018, the other income comprises net income for trading of textile related products amounted to RMB273,000 (FY2017: RMB84,000), receipt for unclaimed cash distribution more than 6 years of RMB72,000 (FY2017: Nil).

The Group does not have selling and distribution expenses in 4Q2018. In FY2018, increase of selling and distribution expenses from RMB35,000 to RMB0.1 million for staff costs.

The administrative expenses decreased from RMB1.1 million in 4Q2017 to RMB0.4 million in 4Q2018, decreased from RMB3.5 million in FY2017 to RMB3.1 million in FY2018, due to decrease of meeting expense, professional fees and office running expenses, administrative expenses comprises office daily expenses, staff costs, and professional expenses such as audit fees, secretarial fees, listing fees for month of October 2018 to December 2018.

The tax expenses mainly are the corporate income tax pertaining to net profit generated by a China's subsidiary for the year 2018.

- (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

Statement of Financial Position - the Group

Property, plant and equipment decreased by 56% due to depreciation charges of RMB14,000 for the financial year.

Other receivables increased by RMB2.3 million from RMB0.2 million as at 31 December 2017 to RMB2.5 million as at 31 December 2018, due to increase in receivable balance arose from the trading.

Other payables and accruals increased by RMB5.2 million from RMB9.2 million as at 31 December 2017 to RMB14.4 million as at 31 December 2018, due to increase of RMB3.0 million for accrued audit fees and directors' fees, professional fees and listing fees payable, director's and staff salaries payables, and advances by director, and payables balance of RMB2.2 million arose from the trading.

There was no tax payable as at 31 December 2018.

Statement of Financial Position - the Company

Property, plant and equipment decreased by 56% from RMB25,000 as at 31 December 2017 to RMB11,000 as at 31 December 2018, due to depreciation charges of RMB14,000 for the financial year.

No changes in investment in subsidiaries as at 31 December 2018.

The amount due from a subsidiary increased by RMB152,000 from RMB185,000 as at 31 December 2017 to RMB337,000 as at 31 December 2018 due to operating expenses paid on behalf of a subsidiary for the year.

Other payables and accruals increased by RMB2.9 million or 32%, from RMB9.0 million as at 31 December 2017 to RMB11.9 million as at 31 December 2018, due to increase of advances from director, accruals for directors' fees and audit fees, professional expenses and staff costs payable for the financial year.

As at 31 December 2018, the Group and the Company are in net liabilities position of RMB11.8 million and RMB11.5 million respectively.

In 4Q2018, the Group's net cash generated from operating activities of RMB65,000, which mainly arose from change in working capital of RMB466,000, offset with operating loss before change in working capital of RMB401,000. In FY2018, the Group's net cash generated from operating activities of RMB0.1 million, which mainly arose from change in working capital of RMB2.9 million, offset with operating loss before change in working capital and tax paid of RMB2.8 million.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

The Company has not previously disclosed any forecast or a prospect statement to shareholders.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

The Company is currently in an insolvent financial position. The Company is exploring various options and is in discussion with major shareholder and potential investors. The Group intends to shift our focus onto alternative industries and will actively explore suitable investment opportunities and options. Any material developments in this regard will be updated to shareholders in due course.

11. Dividend

(a) Current Financial Period Reported On

No.

(b) Corresponding Period of the Immediately Preceding Financial Year

No.

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

12. If no dividend has been declared/recommended, a statement to that effect.

No dividend has been declared or recommended for 4Q2018 and FY2018.

13. If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Group does not obtain any general mandate from its shareholders for IPTs.

PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

(This part is not applicable to Q1, Q2, Q3 or Half Year Results)

14. Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.

The Group had only one primary business segment, which is manufacturing and selling of functional and normal fabrics, and textile related products. All the Group's sales and assets were in the PRC. Accordingly, no business and geographical segment information is presented.

15. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.

Please refer to Section 8(a) and 14 above.

16. A breakdown of sales.

	Revenue			Net loss		
	FY2018 RMB'000	FY2017 RMB'000	Change %	FY2018 RMB'000	FY2017 RMB'000	Change %
First half year						
- Continuing operations	-	-	-	(1,445)	(82,465)	(98)
- Discontinued operation	-	87	(100)	-	(2,389)	(100)
Second half year						
- Continuing operations	-	-	-	(1,393)	(2,712)	(49)
- Discontinued operation	-	-	-	-	-	-

17. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year.

Total Annual Dividend

	Latest Full Year (RMB'000)	Previous Full Year (RMB'000)
Ordinary	Nil	Nil

18. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(13) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.

Name	Age	Family relationship with any director and/or substantial shareholder	Current position and duties, and the year the position was held	Details of changes in duties and position held, if any, during the year
Huang Min	49	Father of Ms. Huang Wen (substantial shareholder) and father-in-law of Mr. Yang Meng Yang	Executive Chairman and Executive Director	Responsible for the corporate strategies and corporate development of the Group
Yang Meng Yang	30	Spouse of Ms. Huang Wen and son-in-law of Mr. Huang Min	Executive Director	Responsible for the corporate strategies and corporate development of the Group

19. Confirmation that the Issuer had procured undertaking from all its directors and executive officers in the format set out in Appendix 7.7 under Rule 720(1)

The Company confirms that it has procured undertakings from all its directors and executive officers in the format set out in Appendix 7.7 under Rule 720(1) of the Listing Manual.

By Order of the Board

Huang Min
Executive Chairman and Executive Director

28 February 2019