



# P99 HOLDINGS LIMITED

(Formerly known as China Fashion Holdings Limited)  
(Registration No: 200311696K)

## Unaudited Half-Year Financial Statements and Dividend Announcement for the Six Months Ended 30 June 2017

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

- 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.

	Group		Change
	Unaudited	Unaudited	
	Six Months Ended		
	30/6/2017	30/6/2016	
	S\$'000	S\$'000	%
Revenue	-	-	n.m.
Cost of sales	-	-	n.m.
<b>Gross profit</b>	-	-	<b>n.m.</b>
Other operating income	-	3	n.m.
Administrative expenses	(398)	(893)	(55.4)
Other operating expenses	(28)	(5)	458.9
Finance costs	(27)	-	n.m.
<b>Loss before income tax</b>	<b>(453)</b>	<b>(895)</b>	<b>(49.4)</b>
Income tax expense	-	-	n.m.
<b>Total (Loss)/Profit for the financial period</b>	<b>(453)</b>	<b>(895)</b>	<b>(49.4)</b>
Other comprehensive income, net of tax			
- Foreign currency translation gain	-	-	n.m.
<b>Total comprehensive loss for the year</b>	<b>(453)</b>	<b>(895)</b>	<b>n.m.</b>

n.m – not meaningful

**1(a)(ii) Notes to consolidated statement of comprehensive income**

Loss before taxation is stated after crediting / (charging) the following:

	Group		Change
	Unaudited	Unaudited	
	Six Months Ended		
	30/6/2017	30/6/2016	
	S\$'000	S\$'000	%
Depreciation of plant and equipment	-	(5)	n.m.
Foreign exchange loss	-	(1)	n.m.

**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.**

	Group		Company	
	Unaudited	Audited	Unaudited	Audited
	30/6/2017	31/12/2016	30/6/2017	31/12/2016
	S\$'000	S\$'000	S\$'000	S\$'000

**ASSETS**

**Current assets**

Other receivables and other current assets	16	1	16	1
Cash and cash equivalents	9,967	9,982	9,967	9,982
<b>Total current assets</b>	<b>9,983</b>	<b>9,983</b>	<b>9,983</b>	<b>9,983</b>
<b>Total assets</b>	<b>9,983</b>	<b>9,983</b>	<b>9,983</b>	<b>9,983</b>

**EQUITY AND LIABILITIES**

**Capital and reserves**

Share capital	48,540	48,540	48,540	48,540
Foreign currency translation reserve	3,003	3,003	2,891	2,891
Accumulated losses	(44,594)	(44,141)	(43,754)	(43,301)
<b>Total equity</b>	<b>6,949</b>	<b>7,402</b>	<b>7,677</b>	<b>8,130</b>

**Current liabilities**

Trade and other payables	3,034	2,581	2,306	1,853
<b>Total equity and liabilities</b>	<b>9,983</b>	<b>9,983</b>	<b>9,983</b>	<b>9,983</b>

**1(b)(ii) Aggregate amount of group's borrowings and debt securities.**

Amount repayable in one year or less, or on demand

As at 30/6/2017		As at 31/12/2016	
Secured S\$'000	Unsecured S\$'000	Secured S\$'000	Unsecured S\$'000
-	-	-	-

Amount repayable after one year

As at 30/6/2017		As at 31/12/2016	
Secured S\$'000	Unsecured S\$'000	Secured S\$'000	Unsecured S\$'000
-	-	-	-

Details of any collateral

None.

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.**

	<b>Group</b>	
	<b>Unaudited</b>	<b>Unaudited</b>
	<b>Six Months Ended</b>	
	<b>30/6/2017</b>	<b>30/6/2016</b>
	<b>S\$'000</b>	<b>S\$'000</b>
<b>Cash flows from operating activities</b>		
(Loss)/Profit before income tax	(453)	(895)
<u>Adjustments for:-</u>		
Depreciation of plant and equipment	-	5
Unrealised Foreign exchange loss	-	1
Operating cash flows before changes in working capital	(453)	(889)
<u>Changes in working capital:-</u>		
Other receivables and other current assets	(15)	-
Trade and other payables	453	334
<b>Net cash (used in)/generated from operating activities</b>	<b>(15)</b>	<b>(555)</b>
Net decrease in cash and cash equivalents	(15)	(555)
Effect of foreign exchange rate changes	-	(1)
Cash and cash equivalents at beginning of period	9,982	10,625
<b>Cash and cash equivalents at end of period</b>	<b>9,967</b>	<b>10,069</b>
 <b>Represented by:</b>		
Cash and bank balances	<b>9,967</b>	<b>10,069</b>

- 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.

	Share Capital	Foreign Currency Translation Reserve	Accumulated Losses	Total
	S\$'000	S\$'000	S\$'000	S\$'000
<b>Group</b>				
<b>Balance as at 1 January 2017</b>	48,540	3,003	(44,141)	7,402
Loss for the financial period		-	(453)	(453)
Other comprehensive loss, net of tax – Foreign currency translation gain				-
<b>Balance as at 30 June 2017</b>	<b>48,540</b>	<b>3,003</b>	<b>(44,594)</b>	<b>6,949</b>
<b>Balance as at 1 January 2016</b>				
<b>Balance as at 1 January 2016</b>	48,540	3,003	(42,265)	9,278
Loss for the financial period		-	(895)	(895)
Other comprehensive loss, net of tax – Foreign currency translation gain				-
<b>Balance as at 30 June 2016</b>	<b>48,540</b>	<b>3,003</b>	<b>(43,160)</b>	<b>8,383</b>
<b>Company</b>				
<b>Balance as at 1 January 2017</b>	48,540	2,891	(43,301)	8,130
Loss for the financial period		-	(453)	(453)
Other comprehensive loss, net of tax – Foreign currency translation gain				-
<b>Balance as at 30 June 2017</b>	<b>48,540</b>	<b>2,891</b>	<b>(43,754)</b>	<b>7,677</b>
<b>Balance as at 1 January 2016</b>				
<b>Balance as at 1 January 2016</b>	48,540	2,891	(41,425)	10,006
Loss for the financial period		-	(895)	(895)
Other comprehensive loss, net of tax – Foreign currency translation gain				-
<b>Balance as at 30 June 2016</b>	<b>48,540</b>	<b>2,891</b>	<b>(42,320)</b>	<b>9,111</b>

- 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 the aggregate number of treasury shares and subsidiary holdings held against the total number of shares 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.**

There was no change in the issued and paid-up share capital of the Company from 31 December 2016 up to 30 June 2017. The Company's share capital was S\$48,540,000 comprising 216,408,402 shares as at 31 December 2016 and 30 June 2017.

The Company did not have any outstanding convertibles, subsidiary holdings or treasury shares as at 30 June 2017 (30 June 2016: Nil).

- 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.**

	<b>Company</b>	
	<b>30/6/2017</b>	<b>31/12/2016</b>
Total number of issued shares excluding treasury shares	216,408,402	216,408,402

The Company did not have any treasury shares as at 30 June 2017 (31 December 2016: Nil).

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

Not applicable. The Company did not have treasury shares and there were no sales, transfers, cancellation and/or use of treasury shares during and as at the end of the current financial period reported on.

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

Not applicable. The Company did not have subsidiary holdings and there were no sales, transfers, cancellation and/or use of subsidiary holdings during and as at the end of the current financial period reported on.

- 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 Company's 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.**

The Group has applied the same accounting policies and methods of computations in the financial statements for the period ended 30 June 2017 as those of the audited financial statements as at 31 December 2016.

**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.**

The Group has adopted all of the new or revised Financial Reporting Standards ("FRS") that are effective for the financial period beginning 1 January 2017 and are relevant to its operations. The adoption of these new and revised FRS has no material effect on the amounts reported for the current or prior reporting periods.

**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.**

**(a) Based on the weighted average number of ordinary shares in issue; and  
(b) On a fully diluted basis (detailing any adjustments made to the earnings).**

Earnings per ordinary share ("EPS") for the period based on consolidated net profit attributable to shareholders	Group	
	Six Months Ended 30/6/2017	Six Months Ended 30/6/2016
	S\$	S\$
Net (Loss)/Profit attributable to shareholders of the Company	(453,000)	(895,000)
(a) Based on the weighted average number of ordinary shares in issue (SGD cents)	(0.21)	(0.41)
(b) On a fully diluted basis (SGD cents)	(0.21)	(0.41)

The EPS for the financial period ended 30 June 2017 is calculated based on the weighted average number of ordinary shares in issue of 216,408,402 (30 June 2016: 216,408,402).

The basic and fully diluted EPS are the same as there were no outstanding convertible securities for the financial period ended 30 June 2017 and 30 June 2016.

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	
	30/6/2017	31/12/2016	30/6/2017	31/12/2016
	S\$	S\$	S\$	S\$
Net asset value per ordinary share based on number of shares issued at the end of the financial period (SGD cents)	3.21	3.42	3.55	3.76
Net asset value	6,949,000	7,402,000	7,677,000	8,130,000

The net asset value per ordinary shares as at 30 June 2017 and 31 December 2016 are calculated based on 216,408,402 ordinary shares in issue as at end of the respective financial period/year.

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

**Six months ended 30 June 2017 ("HY2017") vs six months ended 30 June 2016 ("HY2016")**

#### **Statement of Comprehensive Income**

No revenue was recognised in HY2017 and HY2016 as the Company became a Cash Company on 1<sup>st</sup> December 2014.

Administrative expenses decreased by approximately S\$495,000 from S\$893,000 in HY2016 to S\$398,000 in HY2017. The decrease was mainly due to the absence of professional fees incurred for the RTO exercise during HY2016 and the closure of office premises in HY2017.

Other operating expenses increased by S\$23,000 from S\$5,000 for HY2016 to S\$28,000 for HY2017. The increase was mainly due to the reclassification of other expenses from administrative expenses to other operating expenses.

Finance costs of S\$27,000 reported in HY2017 was in relation to interest incurred from third-party loan to finance the operation expenses of the Company.

As a result of the aforementioned, the Group's net loss before income tax was S\$453,000 for HY2017 as compared to a loss of S\$895,000 in HY2016. There was no income tax payable in view of net loss position.



### **Statement of Financial Position**

The Group's has no non-current assets as at 30 June 2017 and 31 December 2016 as all plant and equipment had been fully depreciated.

Other receivables and other current assets increased to \$16,000 as at 30 June 2017 from \$1,000 as at 31 December 2016.

Cash and cash equivalents for the Group decreased marginally to S\$9,967,000 as at 30 June 2017 from S\$9,982,000 as at 31 December 2016, registering a net decrease of S\$15,000.

The Group's share capital remained constant at S\$48,540,000 as at 30 June 2017 and 31 December 2016.

Foreign currency translation reserve remained constant at S\$3,003,000 as at 30 June 2017 and 31 December 2016.

Trade and other payables increased to S\$3,034,000 as at 30 June 2017 from S\$2,581,000 as at 31 December 2016. This was mainly due to the provision of directors' fee, director and management salary as well as professional fees in HY2017. Trade and other payables also include an interest-bearing third party loan of \$250,000 to finance the operation expenses of the Company.

The Group had a positive working capital of S\$6,949,000 as at 30 June 2017, as compared to S\$7,402,000 as at 31 December 2016.

### **Statement of Cash Flows**

The Group reported a cash outflow of S\$15,000 in HY2017 from its operating activities, after accounting for movements in working capital mainly due to increase in other receivables and other current assets.

The Group's cash and cash equivalents decreased by S\$15,000 in HY2017 from \$9,982,000 as at 31 December 2016 to \$9,967,000 as at 30 June 2017.

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

Not applicable.

**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.**

As announced by the Company on 31 July 2017, the Company and Giant Maze Limited (the “**Vendor**”) have agreed to terminate the Sales and Purchase Agreement (“**SPA**”) by entering into a Termination Agreement dated 28 July 2017 (the “**Termination Agreement**”), pursuant to which, the Company’s and the Vendor’s respective obligations and liabilities under the SPA shall cease. In addition, each of the Company and the Vendor shall bear its own costs and expenses (including legal fees) incurred in connection with the negotiations and preparation of the documentation in relation to the proposed acquisition of 100% interests in UES Holdings Pte. Ltd. (“**Proposed Acquisition**”).

Following the termination of the Proposed Acquisition, the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) is entitled to remove the Company from the Official List of the SGX-ST pursuant to Rule 1017(2) of the Listing Manual Section B: Rules of Catalist of the SGX-ST (“**Catalist Rules**”). The Board wishes to update that it is the Company’s intention to, pursuant to Rules 1305 and 1308 of the Catalist Rules, undertake a members’ voluntary liquidation of the Company (the “**Proposed Members’ Voluntary Liquidation**”) and distribute its surplus cash back to Shareholders (“**Cash Distribution**”). The Board will be seeking Shareholders’ approval in respect of the Proposed Members’ Voluntary Liquidation in due course.

The Company will update Shareholders as and when there is any material development on the Proposed Members’ Voluntary Liquidation and Cash Distribution.

**11. If a decision regarding dividend has been made:**

**(a) Whether an interim (final) ordinary dividend has been declared (recommended)**

No dividend has been declared or recommended for the financial period ended 30 June 2017.

**(b) (i) Amount per share**

Not applicable.

**(ii) Previous corresponding period**

None.

**(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of the shareholders, this must be stated).**

Not applicable.

**(d) The date the dividend is payable**

Not applicable.

- (e) The date on which Registrable Transfers received by the Company (up to 5.00 p.m. will be registered before entitlements to the dividend are determined.

Not applicable.

**12. If no dividend has been declared (recommended), a statement to that effect.**

No dividend has been declared or recommended for the financial period ended 30 June 2017.

**13. If the Group has obtained a general mandate from shareholders for Interested Person Transactions (“IPT”), 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 have any general mandate from shareholders for IPTs pursuant to Rule 920. There was no IPT with value of more than S\$100,000 entered into during the financial period under review.

**14. Negative Confirmation by the Board pursuant to Rule 705(5).**

The Board of Directors (the “Board”) has confirmed that to the best of their knowledge, nothing has come to the attention of the Board which may render the unaudited interim financial results for the half year ended 30 June 2017 to be false or misleading in any material aspect.

**15. Confirmation pursuant to Rule 720(1) of the Catalist Listing Manual.**

The Company has procured undertakings from all its directors and executive officers under Rule 720(1).

**BY ORDER OF THE BOARD**

**Tan Sin Huat, Dennis**  
**Executive Director**

**7 August 2017**

*This announcement has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “Sponsor”) for compliance with the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.*

*This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship, (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg)).*