Combine Will International Holdings Limited

(Incorporated in Cayman Islands) (Co. Reg. No: MC-196613)

FINANCIAL STATEMENT AND DIVIDEND ANNOUNCEMENT FOR THE FIRST QUARTER AND YEAR ENDED 31 MARCH 2016

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

- 1(a) A statement of Profit or Loss (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year.
- 1(a)(i) Statement of profit or loss for the quarter ended 31 March 2016

	The Group 3 months ended 31 March				
	2016	2015	Change	%	
	HK\$'000	HK\$'000	HK\$'000		
Revenue	376,216	520,683	(144,467)	(27.75)	
Cost of sales	(344,279)	(479,021)	(134,742)	(28.13)	
Gross Profit	31,937	41,662	(9,725)	(23.34)	
Other income	5,983	7,350	(1,367)	(18.60)	
Selling and distribution expenses	(4,218)	(4,477)	(259)	(5.79)	
Administrative expenses	(24,192)	(32,059)	(7,867)	(24.54)	
Profit From Operations	9,510	12,476	(2,966)	(23.77)	
Finance costs	(5,791)	(5,336)	455	8.53	
Profit Before Tax	3,719	7,140	(3,421)	(47.91)	
Income tax expense	(556)	(191)	365	191.10	
Profit for the period	3,163	6,949	(3,786)	(54.48)	
Attributable to:					
Owners of the Company	2,899	6,736	(3,837)	(56.96)	
Non-controlling interests	264	213	51	23.94	
	3,163	6,949	(3,786)	(54.48)	

	The Group 3 months ended 31 March				
	2016	2015	Change	%	
	HK\$'000	HK\$'000	HK\$'000		
Profit for the period	3,163	6,949	(3,786)	(54.48)	
Other comprehensive income					
Exchange difference on translating foreign operations	(9,073)	(13,065)	(3,992)	(30.55)	
Other comprehensive income for the period, net of tax	(9,073)	(13,065)	(3,992)	(30.55)	
Total comprehensive income for the period	(5,910)	(6,116)	(206)	(3.37)	
Attributable to:					
Owners of the Company	(6,174)	(6,329)	(155)	(2.45)	
Non-controlling interests	264	213	51	23.94	
	(5,910)	(6,116)	(206)	(3.37)	

1(a)(ii) Statement of Profit or Loss and other Comprehensive Income for the quarter ended 31 March 2016

Note:

The Group's Profit before tax is arrived at after charging / (crediting):

		s ended larch
	2016	2015
	HK\$'000	HK\$'000
Depreciation	10,786	12,186
Interest income	(1,507)	(3,563)
(Gain)/Loss on disposals of property, plant and equipment	-	(29)
Interest on bank loans and overdrafts	5,791	5,336
Exchange difference, net	2,862	8,570

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	The G	iroup	The Company		
	At 31.03.2016	At 31.12.2015	At 31.03.2016	At 31.12.2015	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
Non-current assets					
Property, plant and equipment	217,346	217,491	-	-	
Investments In Subsidiaries	-	-	461,263	461,263	
Goodwill	2,417	2,417	-	-	
	219,763	219,908	461,263	461,263	
Current assets					
Inventories	512,771	513,217	-	-	
Trade and bills receivables	328,366	357,355	-	-	
Prepayments, deposits and other receivables	171,715	179,500	-	-	
Current tax assets	6,244	4,560	-	-	
Pledged bank deposits	199,237	431,321	-	-	
Bank and cash balances	32,248	54,943	109	109	
	1,250,581	1,540,896	109	109	
Total assets	1,470,344	1,760,804	461,372	461,372	
Current liabilities					
Trade and bills payables	220,115	205,268	-	-	
Accruals and other payables	124,523	133,736	-	-	
Term loans	198,500	448,500	-	-	
Short-term borrowings	242,452	276,591	-	-	
Long-term borrowings	13,323	18,397	-	-	
Current tax liabilities	14,379	15,350	-	-	
	813,292	1,097,842	-	-	
Non-current liabilities					
Long-term borrowings	-	-	-	-	
Deferred tax liabilities	3,140	3,140	-	-	
	3,140	3,140	-	-	
Total liabilities	816,432	1,100,982	-	-	
Equity attributable to owners of the Company					
Share capital	246,000	246,000	246,000	246,000	
Reserves	395,835	402,009	215,372	215,372	
	641,835	648,009	461,372	461,372	
Non-controlling interests	12,077	11,813	-	-	
Total equity	653,912	659,822	461,372	461,372	
I otal equity			- ,-	,	

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

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

Amount repayable in one year or less, or on demand

As at 31 March 2016	As at 31 December 2015
Secured	Secured
HK\$'000	HK\$'000
454,275	743,488

Amount repayable after one year

As at 31 March 2016	As at 31 December 2015
Secured	Secured
HK\$'000	HK\$'000
-	-

Details of collaterals

The Group's banking facilities are secured by cross corporate guarantees executed by the group companies, and the Group's pledged bank deposits of HK\$199.2 million.

	The Gr	oup
	3 months 31 Ma	ended
	2016	2015
	HK\$'000	HK\$'000
Cash flows from operating activities		
Profit before tax	3,719	7,140
Adjustments for :		
Depreciation	10,786	12,186
(Gain)/Loss on disposals of property, plant and equipment	-	(29)
Interest income	(1,507)	(3,563)
Finance costs	5,791	5,336
Operating profit before working capital changes	18,789	21,070
Decrease in inventories	446	51,498
Decrease in trade and bills receivables	28,989	41,739
Decrease in prepayments, deposits and other receivables	7,785	27,443
Decrease/(Increase) in trade and bills payables	14,847	(76,526)
Decrease in accruals and other payables	(9,213)	(4,851)
Cash generated from operations	61,643	60,373
Income tax paid	(3,211)	(3,365)
Interest paid	(5,791)	(5,336)
Net cash generated from operating activities	52,641	51,672
Cash flows from investing activities		
Decrease/(Increase) in pledged bank deposits	232,084	(250,193)
Purchase of property, plant and equipment	(10,531)	(8,338)
Proceeds from disposals of PPE	9	-
Interest received	1,507	3,563
Net cash generated/(used in) from investing activities	223,069	(254,968)
Cash flows from financing activities		
(Repayment)/Inception of term loans	(250,000)	250,000
Repayment of term loans	-	-
Repayment of long-term borrowings	(5,074)	(10,605)
Net advancement / (repayment) of trust receipt and import loans	(34,139)	27,578
Net cash generated from / (used in) financing activities	(289,213)	266,973
Net increase (decrease)/ in cash and cash equivalents	(13,503)	63,677
Cash and cash equivalents at beginning of the period	54,943	53,860
Net effect of exchange rate changes in consolidating subsidiaries	(9,192)	(16,540)
Cash and cash equivalents at end of the period	32,248	100,997

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.

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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.

	Attributable to the owners of the Company							
The Group	Share capital	Share premium	Statutory reserve	Translatio n reserve	Retained earnings	Subtotal	Minority interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2016	246,000	26,488	2,033	31,470	342,018	648,009	11,813	659,822
Total comprehensive income for the period	-	-	-	(9,073)	2,899	(6,174)	264	(5,910)
At 31 March 2016	246,000	26,488	2,033	22,397	344,917	641,835	12,077	653,912
At 1 January 2015	246,000	26,488	2,033	64,485	324,479	663,485	12,448	675,933
Total comprehensive income for the period	-	-	-	(13,065)	6,736	(6,329)	213	(6,116)
At 31 March 2015	246,000	26,488	2,033	51,420	331,215	657,156	12,661	669,817

The Company	Share capital	Share premium	Contributed surplus	Retained earnings	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2016	246,000	26,488	130,205	58,679	461,372
Total comprehensive income for the period	-	-	-	-	-
At 31 March 2016	246,000	26,488	130,205	58,679	461,372
At 1 January 2015	246,000	26,488	130,205	58,679	461,372
Total comprehensive income for the period	-	-	-	_	-
At 31 March 2015	246,000	26,488	130,205	58,679	461,372

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 also the number of shares that may be issued on conversion of all the outstanding convertibles, as well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares 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.

During the three months ended 31 March 2016, the Company did not allot nor issue any shares, nor grant any share options under the Employee Share Option Scheme.

As at 31 March 2016, there were no outstanding share options / warrants / convertible securities / treasury shares.

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.

32,800,000 ordinary shares of HK\$7.50 each as at 31 December 2015. $32,800,000^{(1)}$ ordinary shares of HK\$7.50 each as at 31 March 2016.

Note:

(1) A total of 472,600 ordinary shares had been repurchased by the Company as at 31 March 2016 and such shares ("Repurchased Shares") are in the process of being cancelled. The total number of issued shares (excluding the Repurchased Shares) is 32,327,400 ordinary shares.

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

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 adopted the same accounting policies and methods of computation for the current reporting period as those used in the audited financial statements for the year ended 31 December 2015.

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 adopted all the new and revised International Financial Reporting Standards ("IFRSs") that are relevant to its operations and effective for the accounting period beginning on 1 January 2016. The adoption of these new and revised IFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current period.

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.

	3 months end	ded 31 March
	2016	2015
	HK cents	HK cents
Earnings per ordinary share for the period based on the net profit for the period		
(a) Based on weighted average number of ordinary shares on issue; and	8.84 ⁽²⁾	20.54
(b) On a fully diluted basis	N/A	N/A

Basic earnings per share for the three months ended 31 March 2016 is calculated by dividing the profit for Q1 FY2016 attributable to owners of the Company of approximately HK\$2,899,000 (Q1 2015: HK\$6,736,000) by the weighted average number of ordinary shares in issue of 32,800,000 (Q1 2015: 32,800,000) during the Q1 2016.

No diluted earnings per share had been presented as the Group did not have any dilutive potential shares for the Q1 2016 and Q1 2015.

Note:

(2) A total of 472,600 ordinary shares had been repurchased by the Company as at 31 March 2016 and such shares ("Repurchased Shares") are in the process of being cancelled. The total number of issued shares (excluding the Repurchased Shares) is 32,327,400 ordinary shares. If the weighted average number of ordinary shares on issue is adjusted on the assumption that the cancellation of the Repurchased Shares is effected on the respective dates on which such shares are repurchased, the earnings per ordinary share for the period based on the net profit for the period would be 8.97 HK cents.

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.

	The G	iroup	The Company	
	31/03/2016	31/12/2015	31/03/2016	31/12/2015
	HK\$	HK\$	HK\$	HK\$
Net asset value per ordinary share based on issued share capital at the end of the year:	19.57 ⁽³⁾	19.76	14.07 ⁽³⁾	14.07
Number of ordinary shares in issue	32,800,000	32,800,000	32,800,000	32,800,000

Note:

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- ⁽³⁾ A total of 472,600 ordinary shares had been repurchased by the Company as at 31 March 2016 and such shares ("Repurchased Shares") are in the process of being cancelled. The total number of issued shares (excluding the Repurchased Shares) is 32,327,400 ordinary shares. The Group and Company net asset value per ordinary share for 31/03/2016 based on issued share capital that takes into account the cancellation of the Repurchased Shares would respectively be 19.85 HK dollar and 14.27 HK dollar instead.
- 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.

8.1 Revenue

In Q1 2016, the Group's experienced a decrease in orders from its customers and delays in delivery shipments. As a result, overall revenue decreased by HK\$144.5 million or 27.8%, from HK\$520.7 million in Q1 2015 to HK\$376.2 million in Q1 2016. A breakdown of the performance by the Group's 3 business segments is as follows:

Business Segment	(+/-) in HK\$	%	Comments
ODM/OEM	-124.7m	-26.9	The decrease in revenue was mainly due to softening customer demand amidst prevailing uncertainties in the global economic outlook.
Moulds and Tooling	-6.4m	-46.9	As above.
Machine Sales	-13.4m	-30.5	As above.

Increase/Decrease in revenue by geographical segments for Q1/2016

Region	(+/-) in HK\$	%	Comments
Asia	-100.8m	-23.6	The decrease reflects the reduced delivery of products of our ODM/OEM and Machines Sales segment in this region in line with the general decrease in overall revenue.
North America	-0.9m	-48.6	The decrease reflects the reduced shipment of products of our ODM/OEM segment in this region.
Europe	-42.8m	-47.0	The decrease in revenue was mainly due to reduction in the delivery of our ODM/OEM products to customers in Europe.

8.2 Gross profit and gross profit margin

In Q1 2016, the Group's gross profit decreased by 23.3% or HK\$9.7 million, generating gross profit margin of 8.5% (Q1 2015: 8.0%). The breakdown according to business segments is as follows:

Business Segment	(+/-) in HK\$	%	Comments
ODM/OEM	-9.2m	-27.7	The decrease in gross profit was mainly due to the decreased shipment of products.
Moulds and Tooling	-0.2m	+541.5	Despite decreased sales for this segment, there was an improvement with smaller loss recorded in Q1 2016.
Machine Sales	-0.3m	-3.4	The decrease in gross profit was due to the decrease in overall sales for the quarter.

8.3 Other Income

The Group's other income decreased by HK\$1.4 million or 18.6%, from HK\$7.4 million in Q1 2015 to HK\$6.0 million in Q1 2016 mainly due to a decrease of HK\$ 2.0 million interest income on bank deposits which were partially offset by the increase of mould engineering income.

8.4 Selling and distribution expenses

The Group's selling and distribution expenses decreased by HK\$0.3 million or 5.8%, from HK\$4.5 million in Q1 2015 to HK\$4.2 million in Q1 2016 in line with the overall decrease in sales for the quarter compared to Q1 2015.

8.5 Administrative expenses

The Group's administrative expenses decreased by HK\$7.9 million or 24.5%, from HK\$32.1 million in Q1 2015 to HK\$24.2 million in Q1 2016 mainly due to a decrease in unrealized foreign exchange loss recorded in relation to our RMB denominated bank deposits.

8.6 Finance Costs

Finance costs increased by HK\$0.5 million or 8.5%, from HK\$5.3 million in Q1 2015 to HK\$5.8 million in Q1 2016 mainly due to the increased amount term loans. The loans have been repaid in Q1 2016.

8.7 Income Tax Expenses

Income tax expense increased by HK\$0.4 million or 191.1%, from HK\$0.2 million in Q1 2015 to HK\$0.6 million in Q1 2016, mainly due to higher tax provisions relating to increase in profit derived in PRC region for Q1 2016.

Financial position as at 31 March 2016

8.8 Non-current assets

The Group's non-current assets decreased by 0.1% or HK\$0.1 million, from HK\$219.9 million as at 31 December 2015 to HK\$219.8 million as at 31 March 2016. This was mainly due to HK\$10.8 million depreciation expense, which were partially offset by the increase in capital expenditure on property, plant and equipment of HK\$10.5 million.

8.9 Current assets

The Group's current assets decreased by HK\$290.3 million or 18.8%, from HK\$1,540.9 million as at 31 December 2015 to HK\$1,250.6 million mainly due to:

- a decrease in pledged bank deposits of HK\$232.1 million;
- a decrease in trade and bills receivables of HK\$29.0 million in line with the decreased revenue;
- a decrease in bank and cash balances of HK\$22.7 million;
- a decrease in prepayments, deposits and other receivables of HK\$7.8 million mainly due to decrease on purchase deposit paid for machinery and material; and
- a decrease in inventories of HK\$0.4 million due to customers' delivery schedule;

which were partially offset by:

• an increase in current tax assets of HK\$1.7 million.

8.10 Current liabilities

The Group's current liabilities decreased by HK\$284.5 million or 25.9%, from HK\$1,097.8 million as at 31 December 2015 to HK\$813.3 million mainly due to:

- a decrease in term loans of HK\$250.0 million;
- a decrease in short-term borrowings amounting to approximately HK\$34.1 million mainly due to repayment of trust receipts and import loans;
- a decrease in accruals and other payables of HK\$9.2 million mainly due to the payment of the accruals of bank interest for term loans;
- a decrease in the current portion of long-term borrowings amounting to approximately HK\$5.1 million due to loan repayments in accordance with the payment schedule; and
- a decrease in current tax liabilities of HK\$1.0 million;

which were partially offset by:

• an increase in trade and bills payables of HK\$14.8 million.

8.11 Non-current liabilities

The non-current long-term borrowings is zero mainly due to the repayment of long-term borrowings undertaken in accordance to the payment schedule.

8.12 Statement of Cash Flows

As at 31 March 2016, the Group's cash resources of HK\$32.2 million are considered adequate for current operational needs. The net decrease in cash and cash equivalents of HK\$13.5 million held by the Group for the year comprised:

- Net cash generated from operating activities of HK\$52.6 million mainly due to improved business performance;
- Net cash generated from investing activities of HK\$223.1 million, mainly due to an decrease in pledged bank deposits;
- Net cash used in financing activities of HK\$289.2 million, mainly due to repayment of term loans, trust receipts and import loans.

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.

IMF's April report paints a gloomy picture of the global economy and cut its global growth forecast from 3.4% to 3.2% and said the world has become more exposed to negative shocks.

Under this gloomy global economic outlook, our key customers have also adopted a very cautious outlook for their new product promotion, resulting in lower and slower new orders. As such, it will take more efforts for us to balance our capacity and resource allocation during the slow season.

We therefore expect the immediate short term to be very challenging, both in terms of topline performance and management of costs. Hence, the Group's bottomline in the next quarter or two could potentially be adversely affected.

Nonetheless, we are leaving no stone unturned to identify an alternative production centre in Indonesia where we plan to expand our group capacity to more labour-intensive manufacturing. Together with other measures being reviewed, we expect to lower our overall cost of production and enjoy better cost efficiencies when implemented.

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11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

No.

Name of Dividend	Not applicable
Dividend Type	Not applicable
Dividend Amount per Share (in	Nil
Singapore cents)	
Tax Rate	Not applicable

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

No.

Name of Dividend	Not applicable
Dividend Type	Not applicable
Dividend Amount per Share (in	Nil
Singapore cents)	
Tax Rate	Not applicable

(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/recommended for the current financial period reported on.

13. If the group has obtained a general mandate from shareholders of 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.

No IPT mandate has been obtained for the current period reported on.

14. 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)

There is no person occupying a managerial position in the Company or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the Company for the financial period ended 31 March 2016.

15. Undertakings from Directors and Executive Officers 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 of the Listing Manual) under rule 720(1).

16. Negative Assurance Confirmation Pursuant To Rule 705(4) of the Listing Manual

We, Tam Jo Tak, Dominic and Chiu Hau Shun, Simon, being two Directors of Combine Will International Holdings Limited (the "Company"), do hereby confirm on behalf of the Directors of the Company that, to the best of our knowledge, nothing has come to the attention of the Board of Directors of the Company which may render the financial results for the 3 months financial period ended 31 March 2016 to be false or misleading.

On behalf of the Board of Directors,

Tam Jo Tak, Dominic Executive Chairman Chiu Hau Shun, Simon Executive Director

BY ORDER OF THE BOARD

Tam Jo Tak, Dominic Executive Chairman

10 May 2016