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**FLYKE INTERNATIONAL HOLDINGS LTD.**

**飛克國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 01998)**

**ANNOUNCEMENT OF FINAL RESULTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**FINANCIAL HIGHLIGHTS**

For the year ended 31 December 2018, the Group's:

- Revenue was recorded as nil (2017: Nil)
- Loss attributable to owners of the Company was RMB4,743,000 (2017: loss of RMB5,837,000)
- Loss per share was RMB0.58 cent (2017: loss of RMB0.72 cent)

The Board does not recommend the payment of final dividend for the year ended 31 December 2018 (2017: Nil).

The board (the "Board") of directors (the "Director(s)") of Flyke International Holdings Ltd. (the "Company") is pleased to announce the consolidated results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2018, together with comparative figures for the year ended 31 December 2017, as follows:

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2018

	NOTES	2018 RMB'000	2017 RMB'000
<b>REVENUE</b>		—	—
Administrative expenses		(3,132)	(3,450)
Other expenses		(1,611)	(2,387)
<b>LOSS BEFORE TAX</b>	4	(4,743)	(5,837)
Income tax expense	5	—	—
<b>LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>		(4,743)	(5,837)
<b>Other comprehensive (expenses)/income after tax:</b>			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translation of non-PRC operations		(2,265)	2,658
<b>TOTAL COMPREHENSIVE EXPENSES FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>		(7,008)	(3,179)
<b>LOSS PER SHARE (RMB)</b>	6		
— Basic		(0.0058)	(0.0072)
— Diluted		(0.0058)	(0.0072)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2018

	NOTES	2018 RMB'000	2017 RMB'000
<b>Current assets</b>			
Other receivables		1	1
Bank balances		240	228
<b>Total current assets</b>		<b>241</b>	229
<b>Current liabilities</b>			
Other payables		37,397	30,776
Amount due to the controlling shareholder	8	1,369	1,298
Amount due to a deconsolidated subsidiary	9	6,296	5,968
<b>Total current liabilities</b>		<b>45,062</b>	38,042
<b>Net current liabilities</b>		<b>(44,821)</b>	(37,813)
<b>NET LIABILITIES</b>		<b>(44,821)</b>	(37,813)
<b>Capital and reserves</b>			
Share capital	10	71,551	71,551
Reserves		(116,372)	(109,364)
<b>TOTAL DEFICIT</b>		<b>(44,821)</b>	(37,813)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018

## 1. GENERAL INFORMATION

Flyke International Holdings Ltd. (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Unit D, 12/F, Seabright Plaza, 9–23 Shell Street, North Point, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the trading in shares of the Company has been suspended since 31 March 2014.

## 2. BASIS OF PREPARATION

### Suspension of trading in shares of the Company

References are made to the Company’s announcements dated 31 March 2014 and 30 April 2014 in relation to, among others things, clarification of the press release and delay in publication of the audited consolidated financial statements of the Company and its subsidiaries (collectively referred to as “the Group”) for the year ended 31 December 2013. At the request of the Company, trading in shares of the Company has been suspended since 31 March 2014.

On 23 September 2014, the Stock Exchange issued a letter to the Company stating that it considers appropriate to impose on the Company the following conditions for resumption of trading in the shares of the Company (the “Resumption Conditions”):

- (i) disclose the findings of the investigation on the outstanding audit issues of previous auditors (the “Outstanding Audit Issues”) and if necessary, conduct further investigations with appropriate scope to resolve the Outstanding Audit Issues;
- (ii) publish all outstanding financial results and reports and address any audit qualifications; and
- (iii) demonstrate adequate internal controls have been put in place by the Company.

Reference is made to the Company’s announcement dated 5 September 2016, the Directors have recently tried and have not been able to gain access to the plants of the Group located in the People’s Republic of China (“PRC”). In addition, the Company has not been able to contact Mr. Lin Wenjian, the legal representative of the subsidiaries of the Company established in the PRC (“PRC Subsidiaries”). In spite of repeated requests from the Company, since the resignation of Mr. Lin Wenjian as a director of the Company on 17 June 2016, Mr. Lin Wenjian has not tendered his resignation as director and legal representative of the PRC Subsidiaries. Furthermore, neither Mr. Lin Wenjian nor Mr. Lin Wenzu, both of whom have resigned as directors of the Company, have tendered resignations in relation to their directorship of those subsidiaries outside the PRC or provided assistance to the Company to change the authorised signatories mandates in respect of the bank accounts of the Group, as requested (the “Rejection of Assessment and Resignation”).

There were several changes in the Directors and senior management of the Group including (i) resignation of four executive Directors on 10 February 2015, 17 June 2016 and 24 June 2016; (ii) appointment of two new executive Directors on 9 November 2015 and 13 July 2016; and (iii) resignation of the chief financial officer on 17 June 2016.

References are made to the Company's announcements dated 2 April 2015 and 21 May 2015, whereby it was announced that the Board has set up an investigation committee comprising the independent non-executive Directors (the "Special Committee") to look into the matter, including (i) make enquiries with the staff of the Company regarding contacts with banks, reconciliation of bank statements with the ledgers and procedures for obtaining bank confirmations; and (ii) contact the relevant banks to understand the discrepancies in bank balances as shown on the bank statements of the PRC Subsidiaries (the "Discrepancies") and the procedures for obtaining bank confirmations and bank statements. It was noted that the bank statements obtained by the independent non-executive Director confirmed the Discrepancies of approximately RMB374 million that had come to the attention of the Board.

References are made to the Company's announcements dated 9 September 2016 and 18 October 2016, whereby it was announced that the Company, Southern Global Holdings Limited ("Investor A") and Everlink Development Limited ("Investor B", together with Investor A, the "Investors") have entered into a non-legally binding investment framework agreement (the "Investment Framework Agreement") in relation to the proposed restructuring of the business and finances of the Group (the "Proposed Restructuring").

Reference is made to the Company's announcement dated 20 March 2017, whereby it was announced that Investor A, Investor B and the Company have entered into an agreement under which the parties conditionally agreed to undertake the Proposed Restructuring. The circular, among other things, further information in respect of the Proposed Restructuring (the "Circular") will be despatched as soon as possible.

Reference is made to the Company's announcement dated 24 September 2018, whereby it was announced that the Company received a letter issued by the Listing Department of the Stock Exchange (the "Listing Department") to reject the Third New Listing Application on the basis that the target company would not be able to meet the minimum profit requirement under Rule 8.05(1)(a) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") (the "Decision"). The Company has on 24 September 2018 submitted a written request to the Listing Committee (as defined in the Listing Rules) pursuant to Rule 2B.05(1) of the Listing Rules for a review of the Decision (the "Review").

References are made to the Company's announcements dated 1 August 2018 and 1 November 2018, whereby it was announced that the acquisition is subject to a number of conditions including but not limited to independent shareholders' approval, which may or may not be fulfilled. In addition, the Listing Committee's approval on the third new listing application submitted to the Stock Exchange on 8 June 2018 (the "Third New Listing Application") may or may not be granted. In the event that the approval of the Third New Listing Application is not granted by the Listing Committee, the restructuring agreement will not become unconditional and the acquisition and the Proposed Restructuring will not proceed.

Reference is made to the Company's announcement dated 9 November 2018, whereby it was announced that the Company has withdrawn its request for the Review. The Company does not agree with the Listing Department's analysis and decision to reject the Third New Listing Application, but the Company has decided to withdraw its request for the Review, which is supported by the following practical considerations:

1. The Third New Listing Application submitted on 8 June 2018 contains the financial information of the target group for the four years ended 31 December 2017 and given that it is less than two months from the end of another financial year, the target group is in the process of updating the financial information for the year ended 31 December 2018 for inclusion in the circular in compliance with Rule 4.06(1) of the Listing Rules;
2. The disposal gain for sale of two office buildings, which the Listing Department considered to be not arisen from the ordinary and usual course of business, is relevant to the financial information for the year ended 31 December 2017, which will no longer represent the most recent year for the purpose of Rule 8.05(1)(a) of the Listing Rules with the inclusion of the audited financial information for the year ended 31 December 2018; and
3. The directors of the target company are of the view that the requirement of Rule 8.05(1)(a) of the Listing Rules will be satisfied with the financial information of the target group updated to include the year ended 31 December 2018.

References is made to the Company's announcement dated 16 November 2018, whereby it was announced that on 14 November 2018, the Stock Exchange has issued a letter to the Company that it has placed the Company in the second delisting stage (the "Second Delisting Stage") under Practice Note 17 to the Listing Rules. The Second Delisting Stage will expire on 14 May 2019 and the Company should submit a viable resumption proposal to the Stock Exchange at least 10 business days before the Second Delisting Stage expires (i.e. 25 April 2019).

References are made to the Company's announcements dated 24 December 2018, 1 January 2019, 1 February 2019 and 25 February 2019, whereby it was announced that the Company has on 6 December 2018 submitted a resumption proposal (the "Resumption Proposal") in relation to the modified restructuring as terms and conditions revised and restated with the principal terms of the Proposed Restructuring (the "Modified Restructuring") to the Stock Exchange. As at the date of this announcement, the Company and the relevant parties are working closely to address comments from the Stock Exchange on the Resumption Proposal.

References are made to the Company's announcements dated 31 May 2017, 30 June 2017, 28 July 2017, 28 August 2017, 28 September 2017, 30 October 2017, 30 November 2017, 29 December 2017, 29 January 2018, 28 February 2018, 28 March 2018, 16 April 2018, 30 April 2018, 30 May 2018, 29 June 2018, 27 July 2018, 1 August 2018, 27 August 2018, 24 September 2018, 27 September 2018, 26 October 2018, 9 November 2018, 26 November 2018, 24 December 2018, 24 January 2019, 25 February 2019 and 26 March 2019, whereby it was announced that as additional time is required, despatch of the Circular will be delayed.

### **Proposed restructuring of the Group**

The restructuring of the Group, which is subject to the terms of the Modified Restructuring, consists of:

- (i) Capital reorganisation and change in board lot size;
- (ii) Acquisition;
- (iii) Subscription;
- (iv) Placing;
- (v) Open offer; and
- (vi) Creditors schemes.

(i) *Capital reorganisation*

As part of the Proposed Restructuring, the Company proposes to implement the capital reorganisation (the "Capital Reorganisation") which comprises (i) share consolidation which involves the consolidation of every two issued shares of HK\$0.10 each into one consolidated share of HK\$0.20 each; (ii) the capital reduction, whereby the nominal value of each of the issued consolidated shares will be reduced from HK\$0.20 per consolidated share to HK\$0.01 per adjusted ordinary share ("Adjusted Ordinary Share"); (iii) the authorised share capital diminution; and (iv) the authorised share capital increase. The existing board lot size is 2,000 shares. Upon the Capital Reorganisation becoming effective, the Adjusted Ordinary Shares will be traded in board lot size of 20,000 Adjusted Ordinary Shares each.

(ii) *Acquisition*

Pursuant to the restructuring agreement, the Company has conditionally agreed to acquire the entire issued share capital of a target company at a consideration of HK\$1,151,721,733, which shall be settled by the Company (i) as to HK\$166,000,000 in cash and (ii) as to HK\$985,721,733 by way of allotment and issue of a total of 5,003,663,621 Adjusted Ordinary Share at HK\$0.197 per share (the "Issue Price") upon completion of the Proposed Restructuring ("Completion").

(iii) *Subscription*

Pursuant to the restructuring agreement, the Company will issue to Investor A 126,903,553 subscription shares at the Issue Price for the aggregate subscription consideration of HK\$25,000,000 (approximately RMB21,960,000), which shall be partially settled by setting off against the working capital advanced by Investor A and the remaining balance to be settled in cash upon Completion.

(iv) *Placing*

As part of the Proposed Restructuring, the Company will enter into the placing agreement with placing agents, being independent third parties. The placing agent will procure independent third parties as the placees to subscribe for the placing shares (i.e. 1,324,873,096 Adjusted Ordinary Shares) at the Issue Price (the "Placing"). The gross proceeds from the Placing before expenses will amount to HK\$261,000,000 (approximately RMB229,660,000).

(v) *Open offer*

To enable the existing shareholders to participate in the Proposed Restructuring, the Company proposes to undertake the open offer (the "Open Offer") on the basis of three offer shares for every ten existing shares (equivalent to five Adjusted Ordinary Shares) held by the qualifying shareholders on the Open Offer record date. A total of 243,780,000 offer shares will be allotted and issued by the Company to the qualifying shareholders and/or the underwriter at the Issue Price. The gross proceeds from the Open Offer before expenses will amount to approximately HK\$48,025,000 (approximately RMB42,186,000).

(vi) *Creditors schemes*

Pursuant to the creditors schemes (the “Creditors Schemes”), all the issued shares of the Scheme Companies, including Win Eagle International Holdings Limited, Xinwei Hong Kong Investment Limited, 福建省飛克體育用品有限公司 (Feike Sports Products Co., Ltd. Fujian\*) and 鑫威(福建)輕工有限公司 (Xin Wei (Fujian) Light Industry Co., Ltd.\*) (the “Scheme Companies”), will be transferred to a nominee of the scheme administrators from the Creditors Schemes upon completion, for the benefit of the creditors and any guarantee or indemnity given by the Company in respect of the obligations or liabilities of each of the Scheme Companies shall be released and discharged in full upon such transfer. Except for the controlling shareholder, none of the creditors hold any equity interest in the Company. The Company’s liabilities, including amount due to a deconsolidated subsidiary, amount due to the controlling shareholder and certain other payables, will also be discharged under the Creditors Schemes.

Upon the Creditors Schemes becoming effective, the creditors will accept in full discharge of their claim at a rateable distribution from (a) the cash amount of HK\$6,400,000 (approximately RMB5,622,000) out of the subscription consideration; (b) 129,949,239 scheme shares to be allotted and issued at Issue Price, in an aggregate amount of HK\$25,600,000 (approximately RMB22,487,000); and (c) such other sums as may be realised by the scheme administrators from the Scheme Companies. Based on the books and records available, loss before tax and loss after tax of the Scheme Companies for the year ended 31 December 2018 are approximately RMB26,000 (2017: RMB26,000) and the net liabilities of the Scheme Companies as at 31 December 2018 are approximately RMB131,496,000 (2017: RMB124,647,000).

### **Deconsolidation of subsidiaries**

The consolidated financial statements have been prepared based on the books and records maintained by the Group. However, as a result of the Rejection of Assessment and Resignation, by that time, the Directors considered that the control over the following subsidiaries had been lost. Since then, the Directors neither had control over the operating and financial activities, nor any access to the underlying accounting books and records of those subsidiaries. Due to the lack of control and thus the unavailability of financial records of these subsidiaries for the period beginning from 1 January 2013, the Directors considered that it was impracticable to consolidate the results, assets, liabilities and cash flows of these subsidiaries from 1 January 2013.

(1) 鑫威(福建)輕工有限公司

(Xin Wei (Fujian) Light Industry Co., Ltd.\*)

(2) 福建省飛克體育用品有限公司

(Feike Sports Products Co., Ltd. Fujian\*)

\* *The English name is for identification purpose only*



### Going concern basis

The Group incurred a loss attributable to owners of the Company of approximately RMB4,743,000 for the year ended 31 December 2018 and as at 31 December 2018, the Group had net current liabilities and net liabilities of approximately RMB44,821,000. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The consolidated financial statements have been prepared on a going concern basis on the basis that the proposed restructuring of the Group will be successfully completed, and that, following the financial restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future.

Should the Group be unable to achieve a successful restructuring and to continue its business as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") that are relevant to its operations and effective for its accounting year beginning on 1 January 2018. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's consolidated financial statements and amounts reported for the current and prior years.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of those new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

### 4. LOSS BEFORE TAX

The Group's loss before tax is stated after charging the following:

	<b>2018</b>	2017
	<b>RMB'000</b>	RMB'000
Auditor's remuneration	<b>354</b>	390
Staff costs (including directors' emoluments):		
Salaries, bonuses and allowances	<b>1,118</b>	1,195
Retirement benefits scheme contributions	<b>—</b>	—
	<b>1,118</b>	1,195

## 5. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made as the Group has no estimated assessable profits arising in Hong Kong for the years ended 31 December 2018 and 2017.

The reconciliation between income tax expense and loss before tax is as follows:

	<b>2018</b>	2017
	<b>RMB'000</b>	RMB'000
LOSS BEFORE TAX	<b>(4,743)</b>	(5,837)
Tax at the applicable tax rate of 16.5% (2017: 16.5%)	<b>(783)</b>	(963)
Tax effect of expenses not deductible	<b>783</b>	963
Income tax expense	—	—

The Group had no significant unrecognised deferred tax for the years ended 31 December 2018 and 2017.

## 6. LOSS PER SHARE (RMB)

### (a) Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of approximately RMB4,743,000 (2017: RMB5,837,000) and the weighted average number of 812,600,000 (2017: 812,600,000) ordinary shares in issue during the year.

### (b) Diluted loss per share

Diluted loss per share for the years ended 31 December 2018 and 2017 is the same as the basic loss per share as the Company did not have any dilutive potential ordinary shares during the years.

## 7. DIVIDEND

No dividend was paid or proposed during the year ended 31 December 2018, nor has any dividend been proposed since the end of the reporting period (2017: Nil).

## 8. AMOUNT DUE TO THE CONTROLLING SHAREHOLDER

The amount due to the controlling shareholder is unsecured, interest-free and repayable on demand.

## 9. AMOUNT DUE TO A DECONSOLIDATED SUBSIDIARY

The amount due to a deconsolidated subsidiary is unsecured, interest-free and repayable on demand.

## 10. SHARE CAPITAL

	NUMBER OF SHARES '000	HK\$'000
Ordinary shares of HK\$0.10 each		
Authorised:		
At 31 December 2018 and 2017	2,000,000	200,000

	NUMBER OF SHARES '000	RMB'000
Issued and fully paid:		
At 31 December 2018 and 2017	812,600	71,551

### Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debts, which includes amount due to the controlling shareholder and amount due to a deconsolidated subsidiary disclosed in notes 8 and 9, net of cash and cash equivalents and equity attributable to the owners of the Company, comprising issued share capital and reserves.

The Directors review the capital structure regularly. The Directors believe that the Group will be able to meet in full its financial obligations as they fall due upon the completion of the proposed restructuring of the Group, as further explained in note 2.

## **11. COMMITMENTS**

### **(a) Lease commitments**

The Directors were not aware of any significant lease commitments of the Group at the end of the reporting period.

### **(b) Capital commitments**

The Directors were not aware of any significant capital commitments of the Group at the end of the reporting period.

## **12. CONTINGENT LIABILITIES**

The Directors were not aware of any significant contingent liabilities of the Group at the end of the reporting period.

## **13. EVENTS AFTER THE REPORTING PERIOD**

Subsequent to the end of the reporting period, there are certain updates on the Group's business and financial restructuring in progress, and further details of which are stated in note 2.

# **EXTRACT OF THE INDEPENDENT AUDITOR'S REPORT ON THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018**

## **DISCLAIMER OF OPINION**

We do not express an opinion on the consolidated financial statements of the Group and whether the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

## **BASIS FOR DISCLAIMER OF OPINION**

### **1. Opening balances and corresponding figures**

Our audit opinion on the consolidated financial statements of the Group for the year ended 31 December 2017, which forms the basis for the corresponding figures presented in the current year's consolidated financial statements, was disclaimed because of the significance of the possible effect of the limitations on the scope of our audit and the material uncertainty relating to the Group's going concern, details of which are set out in our auditor's report dated 28 March 2018.

There were no satisfactory audit procedures to ascertain the existence, accuracy, presentation and completeness of certain opening balances and corresponding figures (as further explained in the following paragraphs) shown in the current year's consolidated financial statements.

### **2. Deconsolidation of subsidiaries**

Certain subsidiaries of the Company in the People's Republic of China were deconsolidated from the Group since 1 January 2013. No sufficient evidence has been provided to satisfy ourselves as to whether the Company had lost control of those subsidiaries since 1 January 2013 and throughout the years ended 31 December 2018 and 2017.

Accordingly, no sufficient evidence has been provided to satisfy ourselves, in relation to the deconsolidated subsidiaries, as to the completeness of the transactions of the Group for the years ended 31 December 2018 and 2017 and the Group's financial position as at those dates.

### **3. Share options reserve**

Given the fact that the supporting documents relating to the share options granted by the Company to its ex- directors and eligible persons were incomplete, we have been unable to obtain sufficient appropriate audit evidence to verify the presentation and accuracy of the carrying amount of the share options reserve of approximately RMB24,766,000 as at 31 December 2018 and 2017.

#### **4. Other payables**

We have been unable to obtain sufficient appropriate audit evidence in respect of the other payables of approximately RMB20,673,000 and RMB19,601,000 as at 31 December 2018 and 2017, respectively. There were no other satisfactory audit procedures that we could perform to satisfy ourselves as to whether the aforesaid balances were fairly stated as at 31 December 2018 and 2017.

#### **5. Amount due to the controlling shareholder**

We have been unable to obtain sufficient appropriate audit evidence in respect of the amount due to the controlling shareholder of approximately RMB1,369,000 and RMB1,298,000 as at 31 December 2018 and 2017, respectively. There were no other satisfactory audit procedures that we could perform to satisfy ourselves as to whether the aforesaid balances were fairly stated as at 31 December 2018 and 2017.

#### **6. Amount due to a deconsolidated subsidiary**

We have been unable to obtain sufficient appropriate audit evidence in respect of the amount due to a deconsolidated subsidiary of approximately RMB6,296,000 and RMB5,968,000 as at 31 December 2018 and 2017, respectively. There were no other satisfactory audit procedures that we could perform to satisfy ourselves as to whether the aforesaid balances were fairly stated as at 31 December 2018 and 2017.

#### **7. Bank balances**

We have been unable to obtain sufficient appropriate audit evidence in respect of the bank balances of approximately RMB240,000 and RMB228,000 as at 31 December 2018 and 2017, respectively. There were no other satisfactory audit procedures that we could perform to satisfy ourselves as to whether the aforesaid balances were fairly stated as at 31 December 2018 and 2017.

#### **8. Commitments and contingent liabilities**

No sufficient evidence has been provided to satisfy ourselves as to the existence and completeness of the disclosures of commitments and contingent liabilities as at 31 December 2018 and 2017.

## **9. Related party transactions and disclosures**

No sufficient evidence has been provided to satisfy ourselves as to the existence, accuracy and completeness of the disclosures of the key management personnel compensation and related party transactions for the years ended 31 December 2018 and 2017 and balances as at 31 December 2018 and 2017 as required by Hong Kong Accounting Standard ("HKAS") 24 "Related Party Disclosures".

## **10. Other disclosures in the consolidated financial statements**

No sufficient evidence has been provided to satisfy ourselves as to the accuracy and completeness of the disclosures as required by the following in relation to:

- (a) Hong Kong Financial Reporting Standard 2 "Share-based Payment" for the presentation of share option scheme in the notes to consolidated financial statements; and
- (b) HKAS 19 "Employee Benefits" for the staff costs as disclosed in note 7 to the consolidated financial statements.

Any adjustments to the figures as described from points 1 to 10 above might have a significant consequential effect on the Group's financial performance and cash flows for the years ended 31 December 2018 and 2017 and the financial position of the Group as at 31 December 2018 and 2017, and the related disclosures thereof in the consolidated financial statements.

## **11. Material uncertainty related to going concern**

In forming our opinion, we have considered the adequacy of the disclosures made in note 2 to the consolidated financial statements which explains that a proposal for the resumption of trading in the Company's shares and the proposed restructuring of the Group has been submitted to The Stock Exchange of Hong Kong Limited to pursue a restructuring of the Company.

The consolidated financial statements have been prepared on a going concern basis on the assumption that the proposed restructuring of the Group will be successfully completed, and that, following the restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future. The consolidated financial statements do not include any adjustments that would result from a failure to complete the restructuring. We consider that the disclosures are adequate. However, in view of the extent of the uncertainty relating to the completion of the restructuring, we disclaim our opinion in respect of the material uncertainty relating to the going concern basis.

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

References are made to the Company's announcements dated 31 March 2014 and 30 April 2014 respectively in relation to, among others things, clarification of the press release and delay in publication of the audited consolidated financial statements of the Company and its subsidiaries (collectively "the Group") for the year ended 31 December 2013. At the request of the Company, trading in shares of the Company has been suspended since 31 March 2014.

In the announcement dated 5 September 2016, it was mentioned that the Directors have tried and have not been able to gain access to the plants of the Group located in The People's Republic of China ("PRC"). In addition, the Company has not been able to contact Mr. Lin Wenjian ("Mr. Lin"), the legal representative of the subsidiaries of the Company established in the PRC ("PRC Subsidiaries"), in spite of repeated requests from the Company. Furthermore, since the resignation of Mr. Lin as a director of the Company on 17 June 2016, Mr. Lin has not tendered his resignation as director and legal representative of the PRC Subsidiaries. Neither Mr. Lin nor Mr. Lin Wenzu, both of whom have resigned as directors of the Company, have tendered resignations in relation to their directorship of those subsidiaries outside the PRC or provide assistance to the Company to change the authorised signatories mandates in respect of the bank accounts of the Group, as requested (the "Rejection of Assessment and Resignation").

As the Company has not been able to gain access to the plants of the Group located in the PRC and has not been able to contact Mr. Lin, the legal representative of the PRC Subsidiaries, to better understand the status of the PRC Subsidiaries, the Company has engaged a firm of PRC legal advisors to check the public records of the affairs of the PRC Subsidiaries. The findings of the PRC legal advisors and the work done were detailed in the announcement made by the Company dated 10 November 2016 ("Announcement"). As explained in the sub-paragraph headed "Views of the Board" of the Announcement, having reviewed the report prepared by the PRC legal advisors, the Board concluded that the PRC Subsidiaries have ceased operations and the Company is no longer in control of the PRC Subsidiaries. As such, it is considered that they have lost the control over those subsidiaries which were deconsolidated from the Group since 1 January 2013.

Given that the current Directors did not have control, possession of, or access to the underlying accounting books and records of the deconsolidated subsidiaries, the discussion and analysis in this section is limited to discussion and analysis of the Company and those subsidiaries which it still has control over and the term "Group" as mentioned in this section should be construed accordingly.

### FINANCIAL REVIEW

Due to the lack of control and thus the unavailability of these financial records of the PRC Subsidiaries, namely (鑫威 (福建)輕工有限公司) Xin Wei (Fujian) Light Industry Co., Ltd.) and (福建省飛克體育用品有限公司) Feike Sports Products Co., Ltd. Fujian) for the period beginning from 1 January 2013, no operation nor revenue was recorded in the financial year 2018 ("FY2018"). Loss of RMB4,743,000 (2017: RMB5,837,000) was recorded for FY2018. The Group's general and administrative expenses of RMB3,132,000 (2017: RMB3,450,000) was recorded for FY2018.



## **SEGMENT INFORMATION**

The Group recorded no revenue generated for FY2018 and for the year ended 31 December 2017.

## **LIQUIDITY AND FINANCIAL RESOURCES**

As at 31 December 2018, cash and cash equivalents of the Group were approximately RMB240,000 (2017: RMB228,000). As the Group had a net deficiency in capital as at 31 December 2018 and 2017, the Group's gearing ratio as at that dates were not applicable.

## **ASSETS AND LIABILITIES**

As at 31 December 2018, the Group had total assets of approximately RMB241,000 (2017: RMB229,000), total liabilities of RMB45,062,000 (2017: RMB38,042,000). The net liabilities of the Group as at 31 December 2018 were RMB44,821,000 (2017: net liabilities of RMB37,813,000). Such liabilities mainly comprise other payables of RMB37,397,000 and the amount due to a deconsolidated subsidiary of RMB6,296,000.

## **SIGNIFICANT INVESTMENTS AND ACQUISITIONS AND DISPOSALS**

The Group did not have any significant investment nor did it make any material acquisition or disposal of subsidiaries and associates during the year ended 31 December 2018.

## **CHARGES ON GROUP ASSETS**

The Group had no other charge as at 31 December 2018 and 31 December 2017.

## **RESERVES**

As at 31 December 2018 and 31 December 2017, the Company did not have any reserves available for distribution.

## **CAPITAL STRUCTURE**

As at 31 December 2018, the authorised share capital of the Company was HK\$200,000,000 divided into 2,000,000,000 shares of HK\$0.1 each, of which 812,600,000 ordinary shares were in issue and fully paid.

There was no change in the Company's share capital during the year ended 31 December 2018 and 31 December 2017.

## **CAPITAL COMMITMENTS**

The Group and the Company did not have any significant capital commitments as at 31 December 2018 and 31 December 2017.

## **CONTINGENT LIABILITIES**

The Group and the Company did not have any significant contingent liabilities as at 31 December 2018 and 31 December 2017.

## **EMPLOYEES AND REMUNERATION POLICIES**

As at 31 December 2018, the Group had 4 (2017: 4) employees including directors. The total of employee remuneration, including that of the Directors, for the year ended 31 December 2018 amounted to approximately RMB1,118,000 (2017: RMB1,195,000). The Group remunerates its employees based on their performance, experience and the prevailing industry practice.

## **FOREIGN CURRENCY EXPOSURE**

The Group's reporting currency is Renminbi ("RMB"). However, part of the Group's transactions were dominated in Hong Kong dollars. During the FY2018, the Group did not hedge against any exposure in foreign currency risk. Any substantial exchange rate fluctuation of foreign currencies against RMB may impact on the financial condition of the Group.

## **DIVIDEND**

The Directors do not recommend the payment of final dividend for the year ended 31 December 2018 (2017: Nil).

## **EVENTS AFTER THE REPORTING PERIOD**

Details of events after the reporting period are set out in note 13 to the consolidated financial statements.

## **PROSPECT**

As announced on 20 March 2017, the Company has entered into the Restructuring Agreement to undertake the implementation of the Proposed Restructuring. On 22 March 2017, the Company filed a new listing application to the Stock Exchange in relation to the Acquisition as part of the restructuring proposal, which constitutes a very substantial acquisition, connected transaction and reverse takeover involving a new listing application for the Company under the Listing Rules. The Company resubmitted the second new listing application and the Third New Listing Application to the Stock Exchange on 6 October 2017 and 8 June 2018 respectively.

On 14 September 2018, the Company received a letter issued by the listing department of the Stock Exchange ("Listing Department") to reject the Third New Listing Application on the basis that the target company would not be able to meet the minimum profit requirement under Rule 8.05(1)(a) of the Listing Rules (the "Decision") and the Company has submitted a written request to the Listing Committee (as defined in the Listing Rule) pursuant to Rule 2B.05(1) of the Listing Rules for a review by the Listing Committee of the Decision (the "Review"). The Company has withdrawn its request for the Review on 9 November 2018 due to various practical considerations of the Company. The Company is divesting all its resources in preparation for a new listing application with the inclusion of the audited financial information for the year ended 31 December 2018.

On 14 November 2018, the Stock Exchange issued a letter to the Company that the Stock Exchange has placed the Company in the second delisting stage (the "Second Delisting Stage") under Practice Note 17 to the Listing Rules. The Second Delisting Stage will expire on 14 May 2019 and the Company should submit a viable resumption proposal to the Stock Exchange at least 10 business days before the Second Delisting Stage expires (i.e. 25 April 2019). In order to comply with the relevant resumption conditions, the Company endeavors to enter into further supplemental agreement(s) to the Restructuring Agreement with the investors in relation to the modified restructuring as revised and restated with the principal terms of the Proposed Restructuring (the "Modified Restructuring").

On 6 December 2018, the Company has submitted a resumption proposal (the "Resumption Proposal") in relation to the Modified Restructuring to the Stock Exchange. As at the date of this report, the Company and the relevant parties are working closely to address comments from the Stock Exchange on the Resumption Proposal. The Company is also in the course of preparation for the new listing application with the inclusion of the audited financial information for the year ended 31 December 2018 (the "New Listing Application").

The Company will issue further announcements as and when appropriate to update shareholders on the status of the implementation of the Modified Restructuring and the New Listing Application.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES**

Neither the Company nor any of these subsidiaries which it still retains control, purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2018.

## **AUDIT COMMITTEE**

The audit committee of the Company, comprising Mr. CHU Kin Wang, Peleus as chairman as well as Mr. ZHU Guohe as member, has reviewed the results for the year ended 31 December 2018.

## **SCOPE OF WORK OF ZHONGHUI ANDA CPA LIMITED**

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income, and the related notes thereto for the year ended 31 December 2018 as set out in this preliminary announcement have been agreed by the Group's auditor, ZHONGHUI ANDA CPA Limited, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by ZHONGHUI ANDA CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by ZHONGHUI ANDA CPA Limited on the preliminary announcement.

## **CORPORATE GOVERNANCE**

The Directors believe that strong corporate governance is important to ensure the Company's business activities are monitored and regulated in order to protect the interests of the Company and the Shareholders. A high standard of corporate governance measures also contributes to the Group's success and therefore, the Directors have adopted the Corporate Governance Code (the "Code") as set out in Appendix 14 of the Listing Rules.

During the year ended 31 December 2018 ("Review Year"), the Company has complied with applicable Code provisions except the Code provision A.2.

The roles of the chairman and chief executive of the Company were performed by the same individual, Mr. LIN Wenjian up to his resignation on 17 June 2016. After resignation of Mr. LIN Wenjian, the Company was non-compliance of the requirement under paragraph A.2 of the Code that there are two key aspects of the management, the chairman and chief executive.

Nevertheless, the current Board considered that the absence of the roles of chairman and chief executive would not impair the balance of power and authority between the Board and the management of the Company.

Arrangements will be made to appoint the chairman and chief executive as soon as practicable to comply with the Code.

Upon the resignation of Mr. WANG Dong as an independent non-executive director, the chairman of remuneration committee and nomination committee and a member of audit committee of the Company on 17 June 2016 and Mr. LEI Geng Qiang as a non-executive director and a member of the audit committee of the Company on 24 June 2016, the numbers of the independent non-executive Directors and the members of audit committee, nomination committee and remuneration committee of the Company fell below the minimum number required under Rule 3.10(1) and Rule 3.21 of the Listing Rules.

Upon the appointment of Mr. FONG as a member of remuneration committee and nomination committee of the Company on 13 July 2016, the Company has only two independent non-executive directors and two members of audit committee, the number of which is lower than the minimum number as required under Rule 3.10(1) and Rule 3.21 of the Listing Rules, respectively. The Company is now identifying suitable candidate(s) to fill the vacancies of one independent non-executive director and one member of audit committee of the Company.

## **COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the standard for securities transactions by the Directors. The Company has made specific enquiries of which the current Directors, both of whom have confirmed that they have complied with the required standards set out in the Model Code throughout the Review Year.

## **PUBLICATION OF FINAL RESULTS AND ANNUAL REPORT**

This results announcement is published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.chinaflyke.com>). The annual report of the Company for the year ended 31 December 2018 will be despatched to the Company's shareholders and available on the above websites in due course.

By order of the Board  
**Flyke International Holdings Ltd.**  
**CHIN Chang Keng Raymond**  
*Executive Director*

Hong Kong, 29 March 2019

*As of the date of this announcement, the executive Directors are Mr. FONG Sai Mo and Mr. CHIN Chang Keng Raymond and the independent non-executive Directors are Mr. CHU Kin Wang, Peleus and Mr. ZHU Guohe.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*