

Fuwei Films (Holdings), Co. Ltd.  
Form 6-K  
November 05, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16 UNDER**

**THE SECURITIES EXCHANGE ACT OF 1934**

**For September 30, 2015**

**Commission File No. 001-33176**

**Fuwei Films (Holdings) Co., Ltd.**

No. 387 Dongming Road

Weifang Shandong

People's Republic of China, Postal Code: 261061

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

Edgar Filing: Fuwei Films (Holdings), Co. Ltd. - Form 6-K

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule

101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule

101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes  No

If "Yes" marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

82-\_\_\_\_\_

## EXPLANATORY NOTE

This Report of Foreign Private Issuer on Form 6-K (this “Form 6-K”) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. These statements relate to future events or the future financial performance of Fuwei Films (Holdings) Co., Ltd. (the “Company”). The Company has attempted to identify forward-looking statements by terminology, including, but not limited to, “anticipates”, “believes”, “expects”, “can”, “continue”, “could”, “estimates”, “intends”, “may”, “plans”, “potential”, “should” or “will” or the negative of these terms or other comparable terminology.

The forward-looking statements included in this Form 6-K are subject to risks, uncertainties and assumptions about the Company’s businesses and business environments. These statements reflect the Company’s current views with respect to future events and are not a guarantee of future results, operations, levels of activity, performance or achievements. Actual results of the Company’s results, operations, levels of activity, performance or achievements may differ materially from information contained in the forward-looking statements as a result of risk factors. They include, among other things, trends affecting the global economy, including the devaluation of the RMB by China in August 2015, significant competition in the BOPET film industry, especially the significant oversupply of BOPET films resulting from the rapid growth of the Chinese BOPET industry capacity, changes in the international market and trade barriers, especially the adverse impact of the antidumping investigation and imposition of an anti-dumping duty on imports of the BOPET films originating from the People’s Republic of China (“China”) conducted by certain main importing countries; fluctuations of RMB exchange rate, the reduce in demand for the Company’s products or the loss of main customers which may result in the decrease of sales, and negatively influencing the Company’s financial performance, uncertainty as to the future profitability, uncertainty as to the Company’s ability to successfully obtain additional funds to meet the working capital needs of the new BOPET production line, uncertainty as to the Company’s ability to continuously develop new BOPET film products to be produced by the third production line and keep up with changes in BOPET film technology, risks associated with possible defects and errors in its products including complaints and claims from clients, uncertainty as to its ability to protect and enforce its intellectual property rights, uncertainty as to its ability to attract and retain qualified executives and personnel, and uncertainty in acquiring raw materials on time and on acceptable terms, particularly in light of the volatility in the prices of petroleum products in recent years, instability of power and energy supply, and the uncertainty regarding the future operation of the Company in connection with the changes in the labor law in China, the measures taken by the Chinese government to save energy and reduce emissions, and the complaints from nearby residents and local government about the noise caused by our production as well as the uncertainty of the impact of major shareholder transfer that have substantial influence over the Company and the Company’s business operation including possible overlap of our BOPET products, customers and market orientation with an BOPET film manufacturer, which is controlled by the same individual who has control over the shares of our major shareholder. The Company’s expectations are as of the date of filing of this Form 6-K, and the Company does not intend to update any of the forward-looking statements after the date this Form 6-K is filed to confirm these statements to actual results, unless required by law.

On November 5, 2015, the Company announced its unaudited consolidated financial results for the nine-month period ended September 30, 2015.



**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS****AS OF SEPTEMBER 30, 2015 AND DECEMBER 31, 2014**

(amounts in thousands except share and per share value)

(Unaudited)

	Notes	<b>September 30,</b>		<b>December</b>
		<b>2015</b>		<b>31, 2014</b>
		<b>RMB</b>	<b>US\$</b>	<b>RMB</b>
<b>ASSETS</b>				
<b>Current assets</b>				
Cash and cash equivalents		13,569	2,135	9,020
Restricted cash		50,548	7,953	48,085
Accounts and bills receivable, net	3	13,119	2,064	9,867
Inventories	4	34,689	5,458	24,034
Advance to suppliers		9,198	1,447	7,512
Prepayments and other receivables		21,983	3,459	18,772
Deferred tax assets - current		1,759	277	2,794
<b>Total current assets</b>		<b>144,865</b>	<b>22,793</b>	<b>120,084</b>
Property, plant and equipment, net	5	449,108	70,663	482,534
Construction in progress	6	1,289	203	366
Lease prepayments, net	7	18,012	2,834	18,406
Advance to suppliers - long term, net		1,098	173	722
Long-term deposit	8	-	-	16,760
Other Assets	9	11,830	1,861	12,500
Deferred tax assets - non current		21,356	3,360	21,573
<b>Total assets</b>		<b>647,558</b>	<b>101,887</b>	<b>672,945</b>
<b>LIABILITIES AND EQUITY</b>				
<b>Current liabilities</b>				
Long-term loan, current portion	10	3,350	527	3,350
Due to related parties	11	141,448	22,256	125,938
Accounts payables		32,508	5,115	29,484
Notes payable	12	98,266	15,461	95,539
Advance from customers		5,095	802	3,392
Accrued expenses and other payables		8,161	1,284	6,095
Obligations under capital leases-current	13	1,960	308	8,259
<b>Total current liabilities</b>		<b>290,788</b>	<b>45,753</b>	<b>272,057</b>

Edgar Filing: Fuwei Films (Holdings), Co. Ltd. - Form 6-K

Obligations under capital leases	13	-	-	303
Long-term loan	10	4,975	783	6,650
Deferred tax liabilities		5,705	898	5,816
<b>Total liabilities</b>		301,468	47,434	284,826
<b>Equity</b>				
<b>Shareholders' equity</b>				
Registered capital (of US\$0.129752 par value; 20,000,000 shares authorized; 13,062,500 issued and outstanding)		13,323	2,096	13,323
Additional paid-in capital		311,907	49,076	311,907
Statutory reserve		37,441	5,891	37,441
Retained earnings		(16,858 )	(2,652 )	25,043
Cumulative translation adjustment		1,095	171	1,199
<b>Total shareholders' equity</b>		346,908	54,582	388,913
Non-controlling interest		(818 )	(129 )	(794 )
<b>Total equity</b>		346,090	54,453	388,119
<b>Total liabilities and equity</b>		647,558	101,887	672,945

The accompanying notes are an integral part of these unaudited condensed consolidated statements.

**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)****FOR THE THREE- AND NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2015 AND 2014**

(amounts in thousands except share and per share value)

(Unaudited)

	The Three-Month Period Ended September 30,			The Nine-Month Period Ended September 30,		
	Notes 2015		2014	2015		2014
	RMB	US\$	RMB	RMB	US\$	RMB
Net sales	65,670	10,333	69,217	185,155	29,133	209,906
Cost of sales	61,876	9,736	72,326	188,899	29,722	222,582
Gross margin (loss)	3,794	597	(3,109)	(3,744)	(589)	(12,676)
Operating expenses						
Selling expenses	3,771	593	4,119	10,124	1,593	10,908
Administrative expenses	10,774	1,695	7,979	26,264	4,132	22,037
Total operating expenses	14,545	2,288	12,098	36,388	5,725	32,945
Operating loss	(10,751)	(1,691)	(15,207)	(40,132)	(6,314)	(45,621)
Other income (expense)						
- Interest income	207	33	392	945	149	1,032
- Interest expense	(2,145)	(337)	(3,140)	(6,558)	(1,032)	(9,564)
- Others income (expense), net	530	83	98	4,982	784	35
Total other expense	(1,408)	(221)	(2,650)	(631)	(99)	(8,497)
Loss before provision for income taxes	(12,159)	(1,912)	(17,857)	(40,763)	(6,413)	(54,118)
Income tax benefit (expense)	13 (97)	(15)	83	(1,141)	(180)	103
Net loss	(12,256)	(1,927)	(17,774)	(41,904)	(6,593)	(54,015)

Edgar Filing: Fuwei Films (Holdings), Co. Ltd. - Form 6-K

Net loss attributable to noncontrolling interests	(3	) -	(15	) (3	) -	(16	)	
Net loss attributable to the Company	(12,253	) (1,927	) (17,759	) (41,901	) (6,593	) (53,999	)	
Other comprehensive income (loss)								
- Foreign currency translation adjustments attributable to noncontrolling interest	(21	) (3	) 9	(21	) (3	) (10	)	
- Foreign currency translation adjustments attributable to the Company	(55	) (9	) 10	(104	) (16	) (45	)	
Comprehensive loss attributable to non-controlling interest	(24	) (3	) (6	) (24	) (3	) (26	)	
Comprehensive loss attributable to the Company	(12,308	) (1,936	) (17,749	) (42,005	) (6,609	) (54,044	)	
Loss per share, Basic and diluted	14	(0.94	) (0.15	) (1.36	) (3.21	) (0.51	) (4.13	)
Weighted average number ordinary shares, Basic and diluted	13,062,500	13,062,500	13,062,500	13,062,500	13,062,500	13,062,500		

The accompanying notes are an integral part of these unaudited condensed consolidated statements.



**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****FOR THE NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2015 AND 2014**

(amounts in thousands except share and per share value)

(Unaudited)

	The Nine-Month Period Ended September 30,		
	2015	2014	
	RMB	US\$	RMB
Cash flow from operating activities			
Net loss	(41,904)	(6,593)	(54,015 )
Adjustments to reconcile net loss to net cash used in operating activities			
- Depreciation of property, plant and equipment	33,659	5,296	36,021
- Amortization of intangible assets	393	62	393
- Deferred income taxes	1,141	180	(103 )
- Bad debt (recovery) expense	(4,309 )	(678 )	261
Changes in operating assets and liabilities			
- Accounts and bills receivable	(3,350 )	(527 )	(1,083 )
- Inventories	(10,655)	(1,676)	7,702
- Advance to suppliers	(1,520 )	(239 )	1,536
- Prepaid expenses and other current assets	(1,140 )	(179 )	112
- Accounts payable	3,025	476	(8,304 )
- Accrued expenses and other payables	1,980	312	(141 )
- Advance from customers	1,704	268	(4,294 )
- Tax payable	(1,401 )	(220 )	3,028
Net cash used in operating activities	(22,377)	(3,518)	(18,887 )
Cash flow from investing activities			
Purchases of property, plant and equipment	(233 )	(37 )	(5,396 )
Restricted cash related to trade finance	(2,455 )	(386 )	(15,272 )
Advance to suppliers - non current	(376 )	(59 )	937
Amount change in construction in progress	(923 )	(145 )	265
Return of long-term deposit	21,000	3,304	-
Net cash provided by (used in) investing activities	17,013	2,677	(19,466 )
Cash flow from financing activities			
Principal payments of bank loans	(1,675 )	(264 )	(105,000)
Proceeds from related party	15,510	2,440	123,849

Edgar Filing: Fuwei Films (Holdings), Co. Ltd. - Form 6-K

Payment of capital lease obligation	(6,602 )	(1,039)	(6,185 )
Change in notes payable	2,727	429	17,939
Net cash provided by financing activities	9,960	1,566	30,603
Effect of foreign exchange rate changes	(47 )	(44 )	(21 )
Net increase (decrease) in cash and cash equivalent	4,549	681	(7,771 )
Cash and cash equivalent			
At beginning of period/year	9,020	1,454	11,578
At end of period/year	13,569	2,135	3,807
SUPPLEMENTARY DISCLOSURE:			
Interest paid	6,558	1,032	9,564
Income tax paid	-	-	-
SUPPLEMENTARY SCHEDULE OF NONCASH INVESTING AND FINANCIAL ACTIVITIES:			
Account payable for plant and equipment:	2,237	352	5,886
Obligations for acquired equipment under capital lease:	1,960	308	10,692

The accompanying notes are an integral part of these unaudited condensed consolidated statements.

**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(amounts in thousands except share and per share value)

(Unaudited)

**NOTE 1 – BACKGROUND**

Fuwei Films (Holdings) Co., Ltd. and its subsidiaries (the “Company” or the “Group”) are principally engaged in the production and distribution of BOPET film, a high quality plastic film widely used in packaging, imaging, electronics, electrical and magnetic products in the People’s Republic of China (the “PRC”). The Company is a holding company incorporated in the Cayman Islands, established on August 9, 2004 under the Cayman Islands Companies Law as an exempted company with limited liability. The Company was established for the purpose of acquiring shares in Fuwei (BVI) Co., Ltd. (“Fuwei (BVI)”), an intermediate holding company established for the purpose of acquiring all of the ownership interest in Fuwei Films (Shandong) Co., Ltd. (“Shandong Fuwei”).

On August 20, 2004, the Company was allotted and issued one ordinary share of US\$1.00 in Fuwei (BVI) (being the entire issued share capital of Fuwei (BVI)), thereby establishing Fuwei (BVI) as the intermediate investment holding company of the Company.

On April 23, 2009, Fuwei Films USA, LLC was set up and co-invested by Fuwei Films (Holdings) Co., Ltd. and Newell Finance Management Co., Ltd. Fuwei Films USA, LLC has a registered capital of US\$10 and total investment amount of US\$100. Fuwei Films (Holdings) Co., Ltd. and Newell Finance Management Co., Ltd. own 60% and 40% of the total shares of Fuwei Films USA, LLC, respectively.

**NOTE 2 - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Accounting Principles

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company, pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) as applicable to smaller reporting companies, and generally accepted accounting principles for interim financial reporting. The information furnished herein reflects all adjustments (consisting of normal recurring accruals and

adjustments) which are, in the opinion of management, necessary to fairly present the operating results for the respective periods. Certain information and footnote disclosures normally presented in annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) have been omitted pursuant to such rules and regulations. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and footnotes included in the Company’s Annual Report on Form 20-F for the year ended December 31, 2014 filed on April 9, 2015 with the SEC. The results of the nine-month period ended September 30, 2015 are not necessarily indicative of the results to be expected for the full year ended December 31, 2015.

#### Principles of Consolidation

The condensed consolidated financial statements include the financial statements of the Company and its three subsidiaries. All significant inter-company balances and transactions have been eliminated in consolidation.

**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(amounts in thousands except share and per share value)

(Unaudited)

Use of Estimates

The preparation of the condensed consolidated financial statements in accordance with U.S. GAAP requires management of the Company to make a number of estimates and assumptions relating to the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. On an ongoing basis, management reviews its estimates and assumptions, including those related to the recoverability of the carrying amount and the estimated useful lives of long-lived assets, valuation allowances for accounts receivable and realizable values for inventories. Changes in facts and circumstances may result in revised estimates.

Foreign Currency Transactions

The Company's reporting currency is Chinese Yuan (Renminbi or "RMB").

Fuwei Films (Holdings) Co., Ltd. and Fuwei (BVI) operate in Hong Kong as investment holding companies and their financial records are maintained in Hong Kong dollars, being the functional currency of these two entities. The financial records of Fuwei Films USA, LLC, a 60% owned subsidiary of the Company, are maintained in US dollars. Assets and liabilities are translated into RMB at the exchange rates at the balance sheet date, equity accounts are translated at historical exchange rates and income, expenses, and cash flow items are translated using the average rate for the period. The translation adjustments are recorded in accumulated other comprehensive income in the statements of equity. The changes in the translation adjustments for the current period were reported as the line items of other comprehensive income in the consolidated statements of comprehensive income.

Transactions denominated in currencies other than RMB are translated into RMB at the exchange rates quoted by the People's Bank of China (the "PBOC") prevailing at the dates of transactions. Monetary assets and liabilities denominated in foreign currencies are translated into RMB using the applicable exchange rates quoted by the PBOC at the balance sheet dates. The resulting exchange differences are recorded in the consolidated statements of comprehensive income.

RMB is not fully convertible into foreign currencies. All foreign exchange transactions involving RMB must take place either through the PBOC or other institutions authorized to buy and sell foreign currency. The exchange rate adopted for the foreign exchange transactions are the rates of exchange quoted by the PBOC which are determined largely by supply and demand.

Commencing July 21, 2005, the PRC government moved the RMB into a managed floating exchange rate regime based on market supply and demand with reference to a basket of currencies.

For the convenience of the readers, the third quarter of 2015 RMB amounts included in the accompanying condensed consolidated financial statements in our quarterly report have been translated into U.S. dollars at the rate of US\$1.00 = RMB6.3556, on the last trading day of the third quarter of 2015 (September 30, 2015) as set forth in the H.10 statistical release of the U.S. Federal Reserve Board. No representation is made that the RMB amounts could have been, or could be, converted into U.S. dollar at that rate or at any other certain rate on September 30, 2015, or at any other date.

#### Cash and Cash Equivalents and Restricted Cash

For statements of cash flow purposes, the Company considers all cash on hand and in banks, including accounts in book overdraft positions, certificates of deposit and other highly-liquid investments with maturities of three months or less, when purchased, to be cash and cash equivalents.

**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(amounts in thousands except share and per share value)

(Unaudited)

Restricted cash refers to the cash balance held by bank as deposit for Letters of Credit and Bank Acceptance Bill. The Company has restricted cash of RMB50,548 (US\$7,953) and RMB48,085 as of September 30, 2015 and December 31, 2014, respectively.

Trade Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount after deduction of trade discounts, value added taxes and allowances, if any, and do not bear interest. The allowance for doubtful accounts is the Group's best estimate of the amount of probable credit losses in the Group's existing accounts receivable. The Group determines the allowance based on historical write-off experience, customer specific facts and economic conditions.

The Group reviews its allowance for doubtful accounts monthly. Past due balances over 90 days and over a specified amount are reviewed individually for collectability. All other balances are reviewed on a pooled basis by aging of such balances. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

Inventories

Inventories are stated at the lower of cost or market value as of balance sheet date. Inventory valuation and cost-flow is determined using Moving Weighted Average Method basis. The Group estimates excess and slow moving inventory based upon assumptions of future demands and market conditions. If actual market conditions are less favorable than projected by management, additional inventory write-downs may be required. Cost of work in progress and finished goods comprises direct material, direct production cost and an allocated portion of production overheads based on normal operating capacity.

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment. Depreciation on property, plant and equipment is calculated on the straight-line method (after taking into account their respective estimated residual values) over the estimated useful lives of the assets. They are as follows:

	Years
Buildings and improvements	25 - 30
Plant and equipment	10 - 15
Computer equipment	5
Furniture and fixtures	5
Motor vehicles	5

Depreciation of property, plant and equipment attributable to manufacturing activities is capitalized as part of the inventory, and expensed to cost of goods sold when inventory is sold. Depreciation related to abnormal amounts from idle capacity is charged to general and administrative expenses for the period incurred.

Construction in progress represents capital expenditures in respect to the BOPET production line. No depreciation is provided in respect to construction in progress.



**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(amounts in thousands except share and per share value)

(Unaudited)

Leased Assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

*Classification of assets leased to the Group.* Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under capital leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

*Assets acquired under capital leases.* Where the Group acquires the use of assets under capital leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under capital leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset. Finance charges implicit in the lease payments are charged to the consolidated income statement over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to the consolidated income statement in the accounting period in which they are incurred.

*Operating lease charges.* Where the Group has the use of assets held under operating leases, payments made under the leases are charged to the consolidated income statement in equal installments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognized in the consolidated income statement as an integral part of the aggregate net lease payments made. Contingent rentals are charged to the consolidated income statement in the accounting period in which they are incurred.

*Sale and leaseback transactions.* Gains or losses on equipment sale and leaseback transactions which result in capital leases are deferred and amortized over the terms of the related leases. Gains or losses on equipment sale and leaseback transactions which result in operating leases are recognized immediately if the transactions are established at fair value. Any loss on the sale perceived to be a real economic loss is recognized immediately. However, if a loss is compensated for by future rentals at a below-market price, then the artificial loss is deferred and amortized over the period that the equipment is expected to be used. If the sale price is above fair value, then any gain is deferred and amortized over the useful life of the assets.

#### Lease Prepayments

Lease prepayments represent the costs of land use rights in the PRC. Land use rights are carried at cost and charged to expense on a straight-line basis over the respective periods of rights of 30 years. The non-current portion and current portion of lease prepayments have been reported in Lease Prepayments, Prepayments and Other Receivables in the balance sheets, respectively.

**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(amounts in thousands except share and per share value)

(Unaudited)

Goodwill

Goodwill represents the excess of purchase price and related costs over the value assigned to the net tangible and identifiable intangible assets of businesses acquired. Goodwill is not amortized but is tested for impairment annually, or when circumstances indicate a possible impairment may exist. Impairment testing is performed at a reporting unit level. An impairment loss generally would be recognized when the carrying amount of the reporting unit exceeds the fair value of the reporting unit, with the fair value of the reporting unit determined using a discounted cash flow (“DCF”) analysis. A number of significant assumptions and estimates are involved in the application of the DCF analysis to forecast operating cash flows, including the discount rate, the internal rate of return, and projections of realizations and costs to produce. Management considers historical experience and all available information at the time the fair values of its reporting units are estimated. Goodwill was determined to be fully impaired during the year ended December 31, 2012.

Impairment of Long-lived Assets

The Company recognizes an impairment loss when circumstances indicate that the carrying value of long-lived assets with finite lives may not be recoverable. Management’s policy in determining whether an impairment indicator exists, a triggering event, comprises measurable operating performance criteria at an asset group level as well as qualitative measures. If an analysis is necessitated by the occurrence of a triggering event, the Company uses assumptions, which are predominately identified from the Company’s strategic long-range plans, in determining the impairment amount. In the calculation of the fair value of long-lived assets, the Company compares the carrying amount of the asset group with the estimated future cash flows expected to result from the use of the assets. If the carrying amount of the asset group exceeds the estimated expected undiscounted future cash flows, the Company measures the amount of the impairment by comparing the carrying amount of the asset group with their estimated fair value. We estimate the fair value of assets based on market prices (i.e., the amount for which the asset could be bought by or sold to a third party), when available. When market prices are not available, we estimate the fair value of the asset group using discounted expected future cash flows at the Company’s weighted-average cost of capital. Management believes its policy is reasonable and is consistently applied. Future expected cash flows are based upon estimates that, if not achieved, may result in significantly different results.

Revenue Recognition

Sales of plastic films are reported, net of value added taxes (“VAT”), sales returns, and trade discounts. The standard terms and conditions under which the Company generally delivers allow a customer the right to return product for refund only if the product does not conform to product specifications; the non-conforming product is identified by the customer; and the customer rejects the non-conforming product and notifies the Company within 30 days of receipt for both PRC and overseas customers. The Company recognizes revenue when products are delivered and the customer takes ownership and assumes risk of loss, collection of the relevant receivable is probable, persuasive evidence of an arrangement exists and the sales price is fixed or determinable.

In the PRC, VAT of 17% on the invoice amount is collected in respect to the sales of goods on behalf of tax authorities. The VAT collected is not revenue of the Company, instead, the amount is recorded as a liability on the consolidated balance sheet until such VAT is paid to the authorities.

**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(amounts in thousands except share and per share value)

(Unaudited)

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

(Loss) Earnings Per Share

Basic (loss) earnings per share is computed by dividing net earnings by the weighted average number of ordinary shares outstanding during the year. Diluted (loss) earnings per share is calculated by dividing net earnings by the weighted average number of ordinary and dilutive potential ordinary shares outstanding during the year. Diluted potential ordinary shares consist of shares issuable pursuant to the Company's stock option plan.

Share-Based Payments

The Company accounts for share based payments under the modified-prospective transition method, which requires companies to measure and recognize the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value.

Non-controlling interest

Non-controlling interest represents the portion of equity that is not attributable to the Company. The net income (loss) attributable to non-controlling interests are separately presented in the accompanying statements of income and other comprehensive income. Losses attributable to non-controlling interests in a subsidiary may exceed the interest in the subsidiary's equity. The related non-controlling interest continues to be attributed its share of losses even if that attribution results in a deficit of the non-controlling interest balance.

### Contingencies

In the normal course of business, the Company is subject to contingencies, including legal proceedings and claims arising out of the business that relate to a wide range of matters, including among others, product liability. The Company recognizes a liability for such contingency if it determines it is probable that a loss has occurred and a reasonable estimate of the loss can be made. The Company may consider many factors in making these assessments including past history and the specifics of each matter.

### Reclassification

For comparative purposes, the prior year's consolidated financial statements have been reclassified to conform to reporting classifications of the current year periods. These reclassifications had no effect on net loss or total net cash flows as previously reported.

**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(amounts in thousands except share and per share value)

(Unaudited)

Going Concern Matters

The accompanying condensed consolidated financial statements have been prepared in conformity with generally accepted accounting principles which contemplate continuation of the company as a going concern. However, as of September 30, 2015 and 2014, the Company had a working capital deficiency of RMB145,923 (US\$22,960) and RMB145,198 and accumulated deficit of RMB41,901 (US\$6,593) and RMB53,999 from net losses incurred during the first nine months of 2015 and 2014. Confronted with the fierce competition in the BOPET industry in China, the Company may still witness losses over the next twelve months. The ability of the Company to operate as a going concern depends upon its ability to obtain loans from a related party and/or generate positive cash flow from operations. The Company accordingly has obtained loans from related party to meet the need of working capital for our operation or debts. At the same time, the Company will continue implementing strict cost reductions on both manufacturing costs and operating expenses to improve profit margins. The accompanying consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

Recently Issued Accounting Standards

***Simplifying the Measurement of Inventory:*** In July 2015, the FASB issued ASU No. 2015-11, Simplifying the Measurement of Inventory, which modifies existing requirements regarding measuring inventory at the lower of cost or market. Under existing standards, the market amount requires consideration of replacement cost, net realizable value (NRV), and NRV less an approximately normal profit margin. The new ASU replaces market with NRV, defined as estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. This eliminates the need to determine and consider replacement cost or NRV less an approximately normal profit margin when measuring inventory. This standard is effective prospectively beginning January 1, 2017, with early adoption permitted. The Company is evaluating the impact that this new guidance will have on its consolidated financial statements.

***Income Statement-Extraordinary and Unusual Items:*** In January 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2015-01 about Income Statement-Extraordinary and Unusual Items (Subtopic 225-20). ASU 2015-01 addresses the elimination from U.S. GAAP the concept of extraordinary items.

Presently, an event or transaction is presumed to be an ordinary and usual activity of the reporting entity unless evidence clearly supports its classification as an extraordinary item. If an event or transaction meets the criteria for extraordinary classification, an entity is required to segregate the extraordinary item from the results of ordinary operations and show the item separately in the income statement, net of tax, after income from continuing operations. This amended guidance will prohibit separate disclosure of extraordinary items in the income statement. This amendment is effective for years, and interim periods within those years, beginning after December 15, 2015. Entities may apply the amendment prospectively or retrospectively to all prior periods presented in the financial statements. Early adoption is permitted provided that the guidance is applied from the beginning of the year of adoption. The Company intends to adopt the accounting standard during the first quarter of 2016, as required, with no material impact.

***Disclosure of Going Concern Uncertainties:*** In August 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern (ASU 2014-15), to provide guidance on management's responsibility in evaluating whether there is substantial doubt about a company's ability to continue as a going concern and to provide related footnote disclosures. ASU 2014-15 is effective for us in our fourth quarter of fiscal 2017 with early adoption permitted. We do not believe the impact of our pending adoption of ASU 2014-15 on the Company's financial statements will be material.



**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(amounts in thousands except share and per share value)

(Unaudited)

**Revenue Recognition:** In May 2014, the FASB issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers: Topic 606 (ASU 2014-09), to supersede nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU 2014-09 is effective for us in our first quarter of fiscal 2018 using either of two methods: (i) retrospective to each prior reporting period presented with the option to elect certain practical expedients as defined within ASU 2014-09; or (ii) retrospective with the cumulative effect of initially applying ASU 2014-09 recognized at the date of initial application and providing certain additional disclosures as defined per ASU 2014-09. The adoption of this ASU is not expected to have a material impact on the Company's consolidated financial statements.

Other pronouncements issued by the FASB or other authoritative accounting standards group with future effective dates are either not applicable or not significant to the consolidated financial statements of the Company.

**NOTE 3 - ACCOUNTS AND BILLS RECEIVABLES**

Accounts and bills receivables consisted of the following:

	September 30, 2015		December 31, 2014
	RMB	US\$	RMB
Accounts receivable	13,275	2,089	8,168
Less: Allowance for doubtful accounts	(923 )	(145 )	(825 )
	12,352	1,944	7,343
Bills receivable	767	120	2,524
	13,119	2,064	9,867

The Group has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. These receivables are due within 7 to 90 days from the date of billing. Generally, the Group does not obtain collateral from customers. Bills receivable are banker's acceptance bills, which are guaranteed by the bank.

**NOTE 4- INVENTORIES**

Inventories consisted of the following:

	September 30, 2015		December 31, 2014
	RMB	US\$	RMB
Raw materials	19,831	3,120	13,221
Work-in-progress	3,681	579	1,873
Finished goods	16,664	2,623	14,429
Consumables and spare parts	624	98	622
Inventory--impairment	(6,111 )	(962 )	(6,111 )
	34,689	5,458	24,034

**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(amounts in thousands except share and per share value)

(Unaudited)

**NOTE 5- PROPERTY, PLANT AND EQUIPMENT, NET**

Property, plant and equipment consisted of the following:

	September 30, 2015		December 31, 2014
	RMB	US\$	RMB
Buildings	78,534	12,357	77,828
Plant and equipment	764,154	120,233	764,093
Computer equipment	2,498	393	2,459
Furniture and fixtures	13,577	2,136	13,444
Motor vehicles	2,093	329	2,094
	860,856	135,448	859,918
Less: accumulated depreciation	(411,748)	(64,785)	(377,384)
	449,108	70,663	482,534

Total depreciation for the nine-month periods ended September 30, 2015 and 2014 was RMB33,659 (US\$5,296) and RMB36,021, respectively. For the three-month periods ended September 30, 2015 and 2014, depreciation expenses were RMB10,583 (US\$1,665) and RMB11,990, respectively.

**NOTE 6 - CONSTRUCTION IN PROGRESS**

Construction-in-progress represents capital expenditure in respect to the BOPET production line. Construction in progress was RMB1,289 (US\$203) ended September 30, 2015, and RMB366 ended December 31, 2014, respectively.

**NOTE 7 - LEASE PREPAYMENTS**

Edgar Filing: Fuwei Films (Holdings), Co. Ltd. - Form 6-K

Lease prepayments represent the costs of land use rights in the PRC. Land use rights are carried at cost and charged to expense on a straight-line basis over the respective periods of rights of 30 years. The current portion of lease prepayments has been included in prepayments and other receivables in the balance sheet.

Lease prepayments consisted of the following:

	September 30, 2015		December 31, 2014
	RMB	US\$	RMB
Lease prepayment - non current	18,012	2,834	18,406
Lease prepayment - current	524	82	524
	18,536	2,916	18,930

**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(amounts in thousands except share and per share value)

(Unaudited)

Amortization of land use rights for the nine months ended September 30, 2015 and 2014 was RMB393 (US\$62) and RMB393, respectively. Amortization of land use rights for the three months ended September 30, 2015 and 2014 was RMB131 (US\$21) and RMB131, respectively.

Estimated amortization expenses for the next five years after September 30, 2015 are as follows:

	RMB	US\$
1 year after 524	524	82
2 years after 524	524	82
3 years after 524	524	82
4 years after 524	524	82
5 years after 524	524	82
Thereafter	15,916,506	

As of September 30, 2015, the amount of RMB524 (US\$82) will be charged into amortization expenses within one year, and is classified as current asset under the separate line item captioned as Prepayments and Other Receivables on balance sheets.

**NOTE 8 – LONG-TERM DEPOSIT**

On January 20, 2008, Shandong Fuwei signed a “Letter of Intent of Joyinn Capital Increase and Share Expansion” (“LOI”) with Joyinn Hotel Investment & Management Co., Ltd. (“Joyinn”) and shareholders of Joyinn. Joyinn is a legal company of limited liability that registered on May 19, 2006 in Beijing, with registered capital of RMB50,000 (US\$6,236).

Pursuant to the terms of the LOI, Shandong Fuwei deposited RMB26,000 (half of the would-be added registered capital of RMB52,000), to Joyinn as a prepayment as of June 30, 2008. The prepayment to Joyinn will be regarded as investment payment after all parties enter into the final capital increase and shares expansion agreement during the

effective term of this LOI. A share pledge agreement was entered into subsequently on April 9, 2008 between Shandong Fuwei and Shandong Ximeng Investment Co., Ltd (“Pledger”), which holds 97.6% shares of Joyinn. The Pledger agreed to pledge its 52% interest in Joyinn, as a guarantee to the prepayment on the newly increased register capital made by Shandong Fuwei to Joyinn. Based on the mutual supplementary agreement signed in June 2008, the prepayment was decreased by RMB5,000 and returned to the Company on June 18, 2008.

On June 23, 2009, Shandong Fuwei and the Pledger, the major shareholder of Joyinn, agreed that the Pledger would pledge another 19% of its interest in Joyinn in addition to the previous pledge of 52% interest in Joyinn as a guarantee to the prepayment on the newly increased register capital made by Shandong Fuwei to Joyinn. As a result, the Pledger’s percentage of pledged interest in Joyinn increased from 52% to 71%. In the year 2010, the Company impaired the deposit amount by RMB4,240 (US\$667). The impairment was determined based on an independent appraisal study.

On July 14, 2009, Shandong Fuwei and Joyinn entered into a Supplementary Agreement of Letter of Intent of Joyinn Capital Increase and Share Expansion (the “Supplementary Agreement”), which extends the duration of former agreement to two (2) years granting Shandong Fuwei the option to determine whether to continue or withdraw the investment prior to January 14, 2010, the expiration date of the Supplementary Agreement.

**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(amounts in thousands except share and per share value)

(Unaudited)

Upon the expiration of the Supplementary Agreement on January 14, 2010, Shandong Fuwei and the Pledger entered into an agreement pursuant to which the Pledger agreed to transfer a 71% interest in Joyinn to Shandong Fuwei. The transaction is subject to the approval of the authority body of both parties.

On March 9, 2012, Shandong Fuwei and the Pledger agreed that prior to the approval of the foregoing share transfer, all the related agreements and share pledge terms and conditions will remain in full force and effect.

On November 8, 2012, the Pledger's ownership of Joyinn was transferred to Weifang State-Owned Assets Operation Administration Company (the "Administration Company") pursuant to a court order. On December 10, 2012, Shandong Fuwei entered into a Share Pledge Agreement with the Administration Company, as the major shareholder of Joyinn, in which the Administration Company agreed to all the terms and conditions in the LOI and the Supplementary Agreement. The Administration Company, as the new Pledger, agreed to increase the pledged interest by 16.8% to 87.8%.

On January 12, 2015, Shandong Fuwei received a notice issued by the Administration Company and Joyinn stating that all the agreements previously entered into by the relevant parties have been terminated. Joyinn agreed to return RMB21,000 to Shandong Fuwei which was a prepayment of capital increase invested by Shandong Fuwei and Shandong Fuwei agreed to handle the relevant procedures with respect to terminating the related share pledge agreement upon receipt of such prepayment. Upon consideration, the Board of Directors of Fuwei Films approved to carry out the procedures as stipulated by the notice. On January 22, 2015, Shandong Fuwei received the refund of RMB21,000 from Joyinn.

As of September 30, 2015 and December 31, 2014 the total amount of the deposit was zero and RMB16,760, respectively.

**NOTE 9 – OTHER ASSETS**

Other assets represent loss on sale-leaseback arrangement with International Far Eastern Leasing Co., Ltd. The loss is treated as compensation for the future rentals paid by Shandong Fuwei at a below-market price. The artificial loss should be deferred and amortized in proportion to the amortization of the related leased assets. As of September 30, 2015 and December 31, 2014, the total amount of the other assets was RMB11,830 (US\$1,861) and RMB12,500, respectively.

**NOTE 10 - SHORT-TERM BORROWINGS AND LONG-TERM LOAN**

Long-term loan consisted of the following:

Lender	Interest rate per annum	September 30, 2015	December 31, 2014
		RMB	US\$
<b>BANK LOANS</b>			
Weifang Dongfang State-owned Assets Management Co., Ltd.			
- October 19, 2009 to October 18, 2017	4.635 %	8,325	1,310
		8,325	1,310
Less: long-term loan, current portion		(3,350)	(527 )
Long-term Loan		4,975	783
			6,650



**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(amounts in thousands except share and per share value)

(Unaudited)

On November 20, 2009, the Company signed a long-term loan agreement in the amount of RMB10,000 (US\$1,573) with Weifang Dongfang State-owned Assets Management Co., Ltd., with an eight-year loan term, which became effective on October 19, 2009 and will expire on October 18, 2017. From 2015 to 2016, the Company will make principal installment payments of RMB3,350 (US\$527) per year with the remaining principal balance of RMB3,300 (US\$519) due in 2017. The annual interest rate for the loan is the benchmark interest rate for over five-year loans announced by the People's Bank of China reduced by 10% and the applicable annual interest rate for the period ended September 30, 2015 is 4.635%. The loan is guaranteed by Shandong Deqin Investment & Guarantee Co., Ltd. and is used for the Company's projects.

Long-term bank loans maturity for the next three years after September 30, 2015 are as follows:

	RMB	US\$
less than 1 year	3,350	527
1-2 years	3,350	527
2-3 years	1,625	256

**NOTE 11 - RELATED PARTY TRANSACTIONS****Due to related parties**

In April 2014, the Company obtained a loan for a total amount of RMB105,000 from Shandong SNTON Optical Materials Technology Co., Ltd. (the "Shandong SNTON") to pay off certain short-term loans due to Bank of Communications Co., Ltd. The interest shall be calculated at the benchmark rate, plus an additional 20% of the said benchmark rate, for the loan of the same term announced by the People's Bank of China. The interest must be paid quarterly and settled in full at the end of the year. As of December 31, 2014, the principle of this loan and the interest have not been paid. In March 2015, the Company entered into a supplemental agreement with Shandong SNTON pursuant to which the parties agreed that the Company will pay off the principle of this loan plus interest upon availability of new loans from banks or other financial institutions.

As of September 30, 2015, the principle of this loan from Shandong SNTON was RMB104,707 and the interest was RMB10,373.

In May 2014, the Company borrowed RMB15,000 from Shandong SNTON Group Co., Ltd. (the “SNTON Group”) solely to purchase raw materials. The interest shall be calculated at the benchmark rate, plus an additional 20% of the said benchmark rate, for the loan of the same term announced by the People’s Bank of China. The interest shall be paid quarterly and settled in full at the end of the year. The Company has agreed to repay this loan prior to December 31, 2014. As of December 31, 2014, the principle of this loan and the interest have not been paid. In March 2015, the Company entered into a supplemental agreement with SNTON Group pursuant to which that the Company agreed to pay off the principle of this loan plus interest upon availability of new loans from banks or other financial institutions.

In March 2015, SNTON Group provided the Company with a second loan for the amount of RMB2,000. In April 2015, SNTON Group provided the Company with a third loan for the amount of RMB18,000. The Company returned the total amount of RMB20,000 in April 2015.

In May 2015, SNTON Group provided the Company with a fourth loan for the amount of RMB10,000.

As of September 30, 2015, the total principle of loans from SNTON Group was RMB25,000 and the interest payable was RMB1,368.

**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(amounts in thousands except share and per share value)

(Unaudited)

As of September 30, 2015, the total balance of principle of loans from related party was RMB129,707 and the interest payable was RMB11,741.

**NOTE 12 - NOTES PAYABLE**

As of September 30, 2015 and December 31, 2014, Shandong Fuwei had banker’s acceptances opened with a maturity from three to six months totaling RMB98,266 (US\$15,461) and RMB95,539, respectively, for payment in connection with raw materials for a total security deposits of RMB50,229 (US\$7,903) and RMB47,774 made to the SPD Bank, respectively.

Notes payable consisted of the following:

Issuing bank	September 30, 2015		December 31, 2014
	RMB	US\$	RMB
SPD Bank	98,266	15,461	95,539
	98,266	15,461	95,539

**NOTE 13 – OBLIGATIONS UNDER CAPITAL LEASES**

The Group has commitments under capital lease agreements as for a part of new third production line and associated equipment. The leases have terms of 3 years expiring by the end of February 2016. As of September 30, 2015, future payments under these capital leases are as follows:

Edgar Filing: Fuwei Films (Holdings), Co. Ltd. - Form 6-K

	30-Sep-15		31-Dec-14				
	RMB	US\$	RMB	US\$	RMB		RMB
Present value of the minimum lease payments					Present value of the minimum lease payments	Total minimum lease payments	Interest
Within 1 year	1,960,308		1,978,311		8,259	8,555	296
After 1 year but within 2 years	-	-	-	-	303	306	3
After 2 years but within 3 years	-	-	-	-	-	-	-
After 3 years	-	-	-	-	-	-	-
	1,960,308		1,978,311		8,562	8,861	299
Less: balance due within one year classified as current liabilities	(1,960,308)				(8,259)		
	-	-			303		

Details of obligations under capital leases are as follows:

	September 30, 2015	December 31, 2014
	RMB	RMB
RMB denominated obligations		
Fixed interest rate of 6.49% per annum	1,960	8,562
	1,960	8,562

Guarantee deposit of RMB800 (US\$129) over the capital leased assets concerned and relevant insurance policies were provided to the lessor as collateral and security. In addition, as is customary in the case of capital leases, the Group's obligations were guaranteed by Weifang State-Owned Assets Operation Administration Company, Beijing Shiweitong Technology Development Co., Ltd., Fuwei Films (Holdings) Co., Ltd., and Fuwei Films (BVI) Co., Ltd. Since August 2014, Shandong SNTON Group Co., Ltd. has accepted the responsibility of guarantee for the Group's obligation from Beijing Shiweitong Technology Development Co., Ltd.

**NOTE 14- INCOME TAX**

Edgar Filing: Fuwei Films (Holdings), Co. Ltd. - Form 6-K

Income tax expense was RMB1,141 (US\$180) and income tax benefit was RMB103 for the nine months ended September 30, 2015 and 2014, respectively.

Income tax expense was RMB97 (US\$15) and income tax benefit was RMB83 for the three months ended September 30, 2015 and 2014, respectively.

**FUWEI FILMS (HOLDINGS) CO., LTD. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(amounts in thousands except share and per share value)

(Unaudited)

**NOTE 15 - LOSS PER SHARE**

Basic and diluted net loss per share was RMB3.21 (US\$0.51) and RMB4.13 for the nine-month period ended September 30, 2015 and 2014, respectively.

Basic and diluted net loss per share was RMB0.94 (US\$0.15) and RMB1.36 for the three-month period ended September 30, 2015 and 2014, respectively.

**NOTE 16 - MAJOR CUSTOMERS AND VENDORS**

There were no major customers who accounted for more than 10% of the total net revenue for the nine-month periods ended September 30, 2015 and 2014.

One vendor provided approximately 56.7% and 62.2% of the Company's purchases of raw materials, supplies and equipment for the nine months ended September 30, 2015 and 2014, respectively. The Company had a RMB1,692 (US\$266) advance to that vendor as of September 30, 2015. Another vendor provided approximately 12.7% and 11.5% of the Company's purchases of raw materials, supplies and equipment for the nine months ended September 30, 2015 and 2014.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

References to "dollars" and "US\$" are to United States Dollars. References to "we", "us", the "Company" or "Fuwei Films" include Fuwei Films (Holdings) Co., Ltd. and its subsidiaries, except where the context requires otherwise.

In the third quarter of 2015, we continued to be adversely affected by enhanced competition and increased supply over demand in China's BOPET market. In addition, fierce competition from overseas as well as anti-dumping measures taken by the United States of America and South Korea caused orders from international markets to decrease. The foregoing factors have contributed to significant decreases in sales prices, which resulted in reduced total revenue compared with the third quarter of 2014.

We believe that in the remaining quarter of 2015, there will be growing capacity of BOPET films in China and stronger competition in the market. Our ability to retain effective control over the pricing of our products on a timely basis is limited due to the enhanced competition in the BOPET market. As a result, we may continue to witness losses in the short to medium term.

On August 14, 2013, we announced the receipt of the first notice from our controlling shareholder, the Weifang State-owned Assets Operation Administration Company, a wholly-owned subsidiary of Weifang State-owned Asset Management and Supervision Committee (collectively, the "Administration Company") indicating that the Administration Company had determined to place control over 6,912,503 (or 52.9%) of its outstanding ordinary shares up for sale at a public auction to be held in China. Four public auctions were held in Jinan, Shandong Province, China. We learned that they failed due to a lack of bidders registered for the auction. On March 25, 2014, the fifth public auction was held in Jinan, Shandong Province, China. The beneficial ownership of 6,912,503 of our ordinary shares previously owned by the Administration Company through Apex Glory Holdings Limited, a British Virgin Islands corporation, was bid by Shandong SNTON Optical Materials Technology Co., Ltd. ("Shandong SNTON") through the public auction. Shandong SNTON got 6,912,503 (or 52.9%) of our outstanding ordinary shares at a price of RMB101,800,000 (approximately US\$16,572,787) or approximately US\$2.40 per ordinary share.

On May 12, 2014, we announced that we had learned that the successful bidder, Shandong SNTON in the fifth public auction of 6,912,503 (or 52.9%) of our outstanding ordinary shares (the "Shares") held on March 25, 2014, was entrusted by Hongkong Ruishang International Trade Co., Ltd., a Hong Kong corporation, ("Hongkong Ruishang") to handle all the formalities and procedure in connection with the public auction. As a result of the entrusted arrangement, we believe Hongkong Ruishang is the party controlling the Shares acquired in the fifth public auction. According to publicly available information in the People's Republic of China, Shandong SNTON is a wholly owned subsidiary of Shandong SNTON Group Co., Ltd. (the "SNTON Group"). Mr. Xiusheng Wang, the chairman of the Board of Directors of Shandong SNTON Group Co., Ltd., is also Hongkong Ruishang's chairman.

On May 14, 2014, we announced that we had received a notification from Shandong Fuhua Investment Company Limited. (“Shandong Fuhua”) with respect to an entire ownership transfer of our 12.55% outstanding ordinary shares from the Administration Company to Shandong Fuhua. The Administration Company originally held these shares indirectly through an intermediate holding company, Easebright Investments Limited (“Easebright”). As a result of this transfer, Shandong Fuhua indirectly owns 12.55% of our outstanding ordinary shares through Easebright. Mr. Jingang Yang has been appointed as the director of Easebright.



**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Results of operations for the nine-month periods ended September 30, 2015 compared to September 30, 2014**

The table below sets forth certain line items from our Statement of Income as a percentage of revenue:

	Nine-Month Period Ended September 30, 2015	Nine-Month Period Ended September 30, 2014
	(as % of Revenue)	
Gross profit(loss)	(2.0 )	(6.0 )
Operating expenses	(19.7)	(15.7 )
Operating income (loss)	(21.7)	(21.7 )
Other income (expense)	(0.3 )	(4.0 )
Provision for income taxes	(0.62)	0.05
Net income (loss)	(22.6)	(25.7 )

*Revenue*

Our revenue is primarily derived from the manufacture and sale of plastic films.

Net sales during the nine-month period ended September 30, 2015 were RMB185.2 million (US\$29.1 million), compared to RMB209.9 million, during the same period in 2014, representing a decrease of RMB24.7 million or 11.8%, mainly due to the reduction of average sales price by 14.2% arising from stronger competition in China together with reduction in prices of main raw materials.

In the nine-month period ended September 30, 2015, sales of specialty films were RMB55.0 million (US\$8.7 million) or 29.7% of our total revenues as compared to RMB57.1 million or 27.2% in the same period of 2014, which was a decrease of RMB2.1 million, or 3.7% as compared to the same period in 2014. The reduction of average sales price caused a decrease of RMB6.2 million and the increase in the sales volume caused an increase of RMB4.1 million.

Edgar Filing: Fuwei Films (Holdings), Co. Ltd. - Form 6-K

The following is a breakdown of commodity and specialty film sales (amounts in thousands):

	Nine-Month Period Ended September 30, 2015			% of Total	Nine-Month Period Ended September 30, 2014		
	RMB	US\$			RMB		%
Stamping and transfer film	72,463	11,401	39.2	%	87,099	41.5	%
Printing film	23,362	3,676	12.6	%	25,614	12.2	%
Metallization film	6,989	1,100	3.8	%	5,463	2.6	%
Specialty film	55,041	8,660	29.7	%	57,110	27.2	%
Base film for other applications	27,300	4,296	14.7	%	34,620	16.5	%
	185,155	29,133	100.0	%	209,906	100.0	%

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overseas sales during the nine months ended September 30, 2015 were RMB44.3 million or US\$7.0 million, or 23.9% of total revenues, compared with RMB33.4 million or 15.9% of total revenues in the same period in 2014. This was RMB10.9 million higher than the same period in 2014. The increase in sales volume resulted in an increase of RMB18.7 million and the decrease of average sales price caused a decrease of RMB7.8 million. The increase in overseas sales was mainly due to increase in sales volume.

The following is a breakdown of PRC domestic and overseas sales (amounts in thousands):

	Nine-Month Period Ended September 30, 2015			% of Total	Nine-Month Period Ended September 30, 2014		
	RMB	US\$			RMB		
Sales in China	140,853	22,161	76.1	%	176,516	84.1	%
Sales in other countries	44,302	6,972	23.9	%	33,390	15.9	%
	185,155	29,133	100.0	%	209,906	100.0	%

### *Cost of Goods Sold*

Our cost of goods sold comprises mainly of material costs, factory overhead, power, packaging materials and direct labor. The breakdown of our cost of goods sold in percentage is as follows:

	Nine-Month Period Ended September 30, 2015		Nine-Month Period Ended September 30, 2014	
	% of total	%	% of total	%
Materials costs	66.0	%	68.2	%
Factory overhead	14.4	%	16.0	%
Energy expense	11.6	%	10.1	%
Packaging materials	3.6	%	2.7	%
Direct labor	4.4	%	3.0	%

Cost of goods sold during the first nine months of 2015 totaled RMB188.9 million (US\$29.7 million) as compared to RMB222.6 million in the same period of 2014. This was RMB33.7 million or 15.1% lower than the same period in 2014, mainly due to the decrease in unit cost largely caused by the price reduction of main raw materials. The decrease of unit cost of goods sold caused a decrease of RMB40.0 million and the increase in sales volumes caused an increase of RMB6.3 million.

*Gross Loss*

Our gross loss was RMB3.7 million (US\$0.6 million) for the first nine months ended September 30, 2015, representing a gross loss rate of 2.0%, as compared to a gross loss rate of 6.0% for the same period in 2014. Correspondingly, gross loss rate decreased by 4.0 percentage. Our average product sales prices decreased by 14.2% compared to the same period last year while the average cost of goods sold decreased by 17.5% compared to the same period last year. Consequently, the amount of decrease in cost of goods sold was higher than that in sales revenue during the nine months ended September 30, 2015 compared with the same period in 2014, which resulted in a decrease in our gross loss.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### *Operating Expenses*

Operating expenses for the nine months ended September 30, 2015 were RMB36.4 million (US\$5.7 million), compared to RMB32.9 million in the same period in 2014, which was RMB3.5 million or 10.6% higher than the same period in 2014. The increase is mainly due to the accounting treatment that allocated certain amount of fixed overhead from cost of goods sold to general and administrative expense when low production of the third production line occurred during the current period.

### *Other Expense*

Total other expense is a combination result of interest income, interest expense and others income (expense). Total other expense during the first nine months of 2015 was RMB0.6 million (US\$0.1 million), RMB7.9 million lower than the same period in 2014. This is mainly attributed to the previously recognized impairment losses relating to the long-term deposit reversed as a result of the refund of total long-term deposit from Joyinn and decreased interest expense.

### *Income Tax Expense*

The income tax expense was RMB1.1 million (US\$0.2 million) during the nine months ended September 30, 2015, compared to income tax benefit of RMB0.1 million during the same period in 2014. This increase of income tax expense was due to changes in deferred tax for the nine months ended September 30, 2015.

### *Net Loss*

Net loss attributable to the Company during the first nine-month period of 2015 was RMB41.9 million (US\$6.6 million) compared to net loss attributable to the Company of RMB54.0 million during the same period in 2014, representing a decrease of RMB12.1 million from the same period in 2014 due to the factors described above.

**Results of operations for the three-month periods ended September 30, 2015 compared to September 30, 2014**

The table below sets forth certain line items from our Statement of Income as a percentage of revenue:

	Three-Month Period Ended September 30, 2015	Three-Month Period Ended September 30, 2014	
	(as % of Revenue)		
Gross profit (loss)	5.8	(4.5	)
Operating expenses	(22.1)	(17.5	)
Operating income (loss)	(16.4)	(22.0	)
Other income (expense)	(2.1 )	(3.8	)
Provision for income taxes	(0.15)	0.12	
Net income (loss)	(18.7)	(25.7	)

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Revenue

Net sales during the third quarter ended September 30, 2015 were RMB65.7 million (US\$10.3 million), compared to RMB69.2 million during the same period in 2014, representing a decrease of RMB3.5 million or 5.1%, mainly due to the reduction of average sales price by 16.2% arising from stronger competition in China and large reduction in prices of main raw materials. The reduction of average sales price caused a decrease of RMB12.6 million and the sales volume increase caused an increase of RMB9.1 million.

In the third quarter of 2015, sales of specialty films were RMB18.7 million (US\$2.9 million) or 28.5% of our total revenues as compared to RMB20.7 million or 30.0% in the same period of 2014, which was a decrease of RMB2.0 million, or 9.7% as compared to the same period in 2014. The reduction in average sales price caused a decrease of RMB2.8 million and the increase in the sales volume caused an increase of RMB0.8 million.

The following is a breakdown of commodity and specialty film sales (amounts in thousands):

	Three-Month Period Ended September 30, 2015		% of Total		Three-Month Period Ended September 30, 2014		% of Total
	RMB	US\$			RMB		
Stamping and transfer film	26,156	4,114	39.8	%	27,177	39.2	%
Printing film	8,196	1,290	12.5	%	8,434	12.2	%
Metallization film	3,624	570	5.5	%	1,776	2.6	%
Specialty film	18,710	2,944	28.5	%	20,740	30.0	%
Base film for other application	8,984	1,415	13.7	%	11,090	16.0	%
	65,670	10,333	100.0	%	69,217	100.0	%

Overseas sales were RMB16.1 million or US\$2.5 million, or 24.5% of total revenues, compared with RMB11.8 million or 17.1% of total revenues in the third quarter of 2014. This is an increase of RMB4.3 million. The decrease in average sales price caused a decrease of RMB2.6 million and the increase in sales volume resulted in an increase of RMB6.9 million. The increase in overseas sales was mainly due to the increase in sales volume.

Edgar Filing: Fuwei Films (Holdings), Co. Ltd. - Form 6-K

The following is a breakdown of PRC domestic and overseas sales (amounts in thousands):

	Three-Month Period Ended September 30, 2015		% of Total		Three-Month Period Ended September 30, 2014		% of Total
	RMB	US\$			RMB		
Sales in China	49,568	7,799	75.5	%	57,405	82.9	%
Sales in other countries	16,102	2,534	24.5	%	11,812	17.1	%
	65,670	10,333	100.0	%	69,217	100.0	%



**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS***Cost of Goods Sold*

Our cost of goods sold comprises mainly of material costs, factory overhead, power, packaging materials and direct labor. The breakdown of our cost of goods sold in percentage is as follows:

	Three-Month Period Ended September 30, 2015 % of total	Three-Month Period Ended September 30, 2014 % of total		
Materials costs	67.8	% 67.3	%	
Factory overhead	11.0	% 16.2	%	
Energy expense	12.3	% 10.2	%	
Packaging materials	4.1	% 2.9	%	
Direct labor	4.8	% 3.4	%	

Cost of goods sold during the third quarter of 2015 totaled RMB61.9 million (US\$9.7 million) as compared to RMB72.3 million in the same period of 2014. This was RMB10.4 million or 14.4% lower than the same period in 2014. The reduction in unit cost of goods sold caused a decrease of RMB19.9 million and the increase in sales volume caused an increase of RMB9.5 million. The reduction was mainly due to the decrease in unit cost of goods sold.

*Gross Profit (Loss)*

Our gross profit was RMB3.8 million (US\$0.6 million) for the third quarter ended September 30, 2015, representing a gross profit rate of 5.8%, as compared to a gross loss rate of 4.5% for the same period in 2014. Correspondingly, gross profit rate increased by 10.3 percentage point compared to the same period in 2014. Our average product sales prices decreased by 16.2% compared to the same period last year and the average cost of goods sold decreased by 24.4% compared to the same period last year. Consequently, the amount of decrease in cost of goods sold was higher than that in the average sales prices, which resulted in an increase in our gross profit.

*Operating Expenses*

Operating expenses for the third quarter ended September 30, 2015 were RMB14.5 million (US\$2.3 million), which was RMB2.4 million, or 19.8% higher than the same period in 2014. The increase is mainly due to the accounting treatment that allocated certain amount of fixed overhead from cost of goods sold to general and administrative expense when low production of the third production line occurred during the current period.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### *Other Expense*

Total other expense is a combination result of interest income, interest expense and others income (expense). Total other expense during the third quarter ended September 30, 2015 was RMB1.4 million (US\$0.2 million), RMB1.3 million lower than the same period in 2014, which mainly attributed to decreased interest expense.

### *Income Tax Expense*

The income tax expense was RMB0.1 million (US\$0.01 million) during the third quarter ended September 30, 2015, compared to income tax benefit of RMB0.1million during the same period in 2014. This increase of income tax expense was due to changes in deferred tax for the third quarter ended September 30, 2015.

### *Net Loss*

Net loss attributable to the Company during the third quarter ended September 30, 2015 was RMB12.3 million (US\$1.9 million) compared to net loss attributable to the Company of RMB17.8million during the same period in 2014, representing a decrease of RMB5.5 million for the same period in 2014.

### *Liquidity and Capital Resources*

Our capital expenditures have been financed primarily through cash generated from our operations and borrowings from related parties, financial institutions, and entering into sale-leaseback transactions. The interest rates of borrowings from financial institutions during the period from the third quarter of 2014 to the third quarter of 2015 ranged from 4.635% to 7.20%.

On December 21, 2012, Shandong Fuwei signed a sale-leaseback contract with International Far Eastern Leasing Co., Ltd. ("Far Eastern Leasing"). Far Eastern Leasing purchased certain equipment included in the third production line, and simultaneously leased them back to Shandong Fuwei. Shandong Fuwei will pay rent totaling RMB21.95 million

(including interest) to Far Eastern Leasing over the three years ended December 26, 2015. In March 2013, Shandong Fuwei signed another sale-leaseback contract with Far Eastern Leasing, pursuant to which it has agreed to pay total rent of RMB5.49 million (including interest) to Far Eastern Leasing over the three years ended March 27, 2016. The financed equipment mentioned above is covered by an insurance policy, the premium of which will be paid by Shandong Fuwei. The contract was guaranteed by the following entities: Weifang State-owned Assets Operation Administration Company, Fuwei Films (Holdings) Co., Ltd., Fuwei (BVI) Co., Ltd., and Beijing Shiweitong Science and Technology Co., Ltd. Since August 2014, Shandong SNTON Group Co., Ltd. has accepted the responsibility of guarantee for the Group's obligation from Beijing Shiweitong Technology Development Co., Ltd.

On November 20, 2009, we signed a long-term loan agreement of RMB10.0 million (US\$1.573 million) with Weifang Dongfang State-owned Assets Management Co., Ltd., with an eight-year loan term, which became effective on October 19, 2009 and will expire on October 18, 2017. From 2015 to 2016, we will make principal installment payments of RMB3.35 million (US\$0.527 million) per year with the remaining principal balance of RMB3.30 million (US\$0.519 million) due in 2017. The annual interest rate for the loan is the benchmark interest rate for over five-year loans announced by the People's Bank of China reduced by 10% and the applicable annual interest rate for the period ended September 30, 2015 is 4.635%. The loan is guaranteed by Shandong Deqin Investment & Guarantee Co., Ltd. and is used for our projects.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

In April 2014, the Company obtained a loan for a total amount of RMB105 million from Shandong SNTON Optical Materials Technology Co., Ltd. (the "Shandong SNTON") to pay off certain short-term loans due to Bank of Communications Co., Ltd. The interest shall be calculated at the benchmark rate, plus an additional 20% of the said benchmark rate, for the loan of the same term announced by the People's Bank of China. The interest must be paid quarterly and settled in full at the end of the year. As of December 31, 2014, the principle of this loan and the interest have not been paid. In March 2015, the Company entered into a supplemental agreement with Shandong SNTON pursuant to which the parties agreed that the Company will pay off the principle of this loan plus interest upon availability of new loans from banks or other financial institutions.

As of September 30, 2015, the principle of this loan from Shandong SNTON was RMB104.71 million and the interest was RMB10.37 million.

In May 2014, the Company borrowed RMB15 million from Shandong SNTON Group Co., Ltd. (the "SNTON Group") solely to purchase raw materials. The interest shall be calculated at the benchmark rate, plus an additional 20% of the said benchmark rate, for the loan of the same term announced by the People's Bank of China. The interest shall be paid quarterly and settled in full at the end of the year. The Company has agreed to repay this loan prior to December 31, 2014. As of December 31, 2014, the principle of this loan and the interest have not been paid. In March 2015, the Company entered into a supplemental agreement with SNTON Group pursuant to which that the Company agreed to pay off the principle of this loan plus interest upon availability of new loans from banks or other financial institutions.

In March 2015, SNTON Group provided the Company with a second loan for the amount of RMB2 million. In April 2015, SNTON Group provided the Company with a third loan for the amount of RMB18.0 million. The Company returned the total amount of RMB20.0 million in April 2015.

In May 2015, SNTON Group provided the Company with a fourth loan for the amount of RMB10.0 million.

As of September 30, 2015, the total principle of loans from SNTON Group was RMB25.0 million and the interest payable was RMB1.37 million.

As of September 30, 2015, the total balance of principle of loans from related party was RMB129.71 million and the interest payable was RMB11.74 million.

We believe that, after taking into consideration our present and potential future loans from related parties and banking facilities, existing cash and the expected cash flows to be generated from our operations, we will have adequate sources of liquidity to meet our short-term obligations and our working capital requirements.

### **Operating Activities**

Net cash used in operating activities for the nine months ended September 30, 2015 was RMB22.4 million (US\$3.5 million) compared to net cash used in operating activities of RMB18.9 million for the nine months ended September 30, 2014. This increase in cash flows used in operating activities was primarily attributable to the increase in cash outflows from inventories.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Investing Activities**

Net cash flows provided by investing activities for the nine months ended September 30, 2015 was RMB17.0million (US\$2.7 million) compared to net cash used in investing activities of RMB19.5 million for the nine months ended September 30, 2014. This increase in cash flows provided by investing activities was primarily attributable to the receipt of long-term deposit.

**Financing Activities**

Net cash provided by financing activities for the nine months ended September 30, 2015 was RMB10.0 million (US\$1.6 million) compared to net cash provided by financing activities of RMB30.6 million for the nine months ended September 30, 2014, which is a decrease of RMB20.6 million (US\$3.2 million). This decrease in cash flows provided by financing activities was primarily attributable to decreased loans from related party.

**Working Capital**

As of September 30, 2015 and December 31, 2014, we had a working capital deficit of RMB145.9 million (US\$23.0 million) and RMB152.0 million, respectively. Working capital deficit decreased by RMB6.1 million (US\$1.0 million), or 4.0% compared to the amount as of December 31, 2014. Our main current liability was loans from related party.

**Contractual Obligations**

The following table is a summary of our contractual obligations as of September 30, 2015 (in thousands RMB):

	Total	Payments due by period			
		Less than 1 year	1-3 years	3-5 years	More than 5 years
Contractual obligations					

Rental obligations	330	282	48	-	-
Purchase commitment	2,237	2,237	-	-	-
Total	2,567	2,519	48	-	-

### **Third Production Line Update**

The third production line has been put into trial operation at the end of January 2013. As of September 2013, our third production line has been approved. A sample diffusion film (a type of TFT-LCD optical film) was preliminarily accepted by four customers after being delivered to these four customers for testing. We are supplying small batches of products according to one of the four customer's purchase order. In addition, a sample base film for solar backsheets has been delivered to a customer for initial testing. We received an initial feedback from this customer and are taking measures based on the feedback accordingly. In the third quarter of 2015, the third production line was not open for manufacturing due to lack of purchase orders suitable for the third production line to produce.



## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Legal Proceedings

From time to time, we may be subject to legal actions and other claims arising in the ordinary course of business. Shandong Fuwei is currently a party to three legal proceedings in China.

On July 9, 2012, a client filed a lawsuit in Beijing Daxing District People's Court against Shandong Fuwei claiming RMB953,113 plus interest over disputes arising from a Procurement Contract between the parties. Shandong Fuwei raised a jurisdictional objection upon filing its plea, and Beijing Daxing District People's Court overruled the objection. Shandong Fuwei filed an appeal against the judgment in the First Intermediate People's Court of Beijing. The appeal was dismissed on January 23, 2013. On May 15, 2013, Beijing Daxing District People's Court heard the case and adjourned the hearing due to the fact that plaintiff failed to provide sufficient evidence. On June 25, 2013, the case was heard in Beijing Daxing District People's Court again and it was further adjourned due to plaintiff's failure to provide sufficient evidence. The case was then scheduled to be heard on August 7, 2013. However, on the day prior to re-scheduled hearing, Shandong Fuwei was informed by Beijing Daxing District People's Court that the hearing was adjourned further for the same reason that plaintiff failed to provide sufficient evidence. On April 21, 2014, the case was heard, and the plaintiff failed to provide sufficient evidence and the hearing was further adjourned. On May 28, 2014, the case was heard and the plaintiff provided some evidence. On August 25, 2014, the case was heard again. On November 5, 2014, the court accepted the withdrawal application from the plaintiff. On November 26, 2014, the plaintiff filed a second lawsuit in Beijing Daxing District People's Court against Shandong Fuwei over disputes arising from the Procurement Contract between the parties claiming RMB618,230 plus interest as a result of non-payment. The case was heard on January 26, 2015, where the two parties testified over the relevant evidence. The case was heard on March 3, 2015 and October 26, 2015. To date, the case has not been decided.

On January 21, 2014, Shandong Fuwei received a complaint from Zeng Wenhong, a Hong Kong citizen, plaintiff against Shandong Fuwei with a claim for a refund of US\$500,000 (approximately RMB4,138,250) and related interest of RMB2,331,784. The plaintiff alleged that Shandong Fuwei has agreed to sell to the plaintiff ordinary shares of the Company pursuant to an oral agreement between the plaintiff and Shandong Fuwei in June 2005, and as a result the plaintiff transferred US\$500,000 to Wellplus Investments (Hong Kong) Limited to be used for acquiring the ordinary shares of the Company. However, the plaintiff never received such shares. The case was heard by the Intermediate People's Court of Weifang on April 3, 2014. On October 28, 2014, the case was heard again and the plaintiff submitted additional evidence. On September 25, 2015, Shandong Fuwei received a written judgment issued by the Intermediate People's Court of Weifang ordering Shandong Fuwei to refund US\$500,000 and its interest to the plaintiff. Shandong Fuwei has filed an appeal to the High People's Court's of Weifang within the appeal period.

On June 28, 2014, an equipment supplier filed a lawsuit in Weifang High-Tech District People's Court against Shandong Fuwei over disputes arising from a Procurement Contract between the parties with a claim for RMB844,000

plus interest of RMB134,000. The case has been settled between the two parties. Pursuant to the terms of the settlement, Shandong Fuwei shall pay the plaintiff RMB750,000 through bank acceptance note prior to February 7, 2015. The remaining balance of RMB94,000 shall be paid within two days of reaching resolution on the eight remaining disputes between the two parties. Thereafter, neither party will bear any further liability. To date, Shandong Fuwei has made a payment to the plaintiff in the amount of RMB750,000. The remaining disputes arising from the Procurement Contract are in the process of being resolved.

**Exhibit Index**

Exhibit No.	Description
99.1	Press Release dated November 5, 2015.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Fuwei Films (Holdings) Co., Ltd.**

By: /s/ Zengyong Wang  
Name: Zengyong Wang  
Title: Chairman and Chief Executive Officer

Dated: November 5, 2015