

Fuwei Films (Holdings), Co. Ltd.  
Form SC 13D/A  
November 12, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13D/A**

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Fuwei Films (Holdings) Co., Ltd.

(Name of Issuer)

Ordinary Shares, \$.129752 par value

(Title of Class of Securities)

G3704F 10 2

(CUSIP Number)

Mitchell Nussbaum, Esq., Loeb & Loeb LLP, 345 Park Avenue, New York, NY 10154

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 21, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d -1(e), 240.13d -1(f) or 240.13d -1(g), check the following box. ☐

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**1 Hongkong Ruishang International Trade Co., Ltd.**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) £

**2**

(b) £

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**

**OO(1)**

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

**5**

£

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

**PEOPLE'S REPUBLIC OF CHINA**

NUMBER OF SHARES	7	SOLE VOTING POWER
		<b>0</b>
BENEFICIALLY OWNED	8	SHARED VOTING POWER
		<b>6,912,503</b>
BY EACH REPORTING	9	SOLE DISPOSITIVE POWER
		<b>0</b>
PERSON WITH:	10	SHARED DISPOSITIVE POWER
		<b>6,912,503</b>

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

**6,912,503**

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**12**

**13**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**52.9%**

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**14**

**CO**

(1) The shares were obtained pursuant to the transactions described in Item 4, below.

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**1 Apex Glory Holdings Limited**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) £

**2**

(b) £

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**

**OO**

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

**5**

£

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

**British Virgin Islands**

		SOLE VOTING POWER
NUMBER OF SHARES	7	<b>0</b>
		SHARED VOTING POWER
BENEFICIALLY OWNED	8	<b>6,912,503</b>
		SOLE DISPOSITIVE POWER
BY EACH REPORTING	9	<b>0</b>
		SHARED DISPOSITIVE POWER
PERSON WITH:	10	<b>6,912,503</b>

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

**6,912,503**

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**12**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

**52.9%**

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**1** **Xiusheng Wang**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) £

**2**

(b) £

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

**5**

£

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

**People's Republic of China**

NUMBER OF SHARES	7	SOLE VOTING POWER
		<b>0</b>
BENEFICIALLY OWNED	8	SHARED VOTING POWER
		<b>6,912,503</b>
BY EACH REPORTING	9	SOLE DISPOSITIVE POWER
		<b>0</b>
PERSON WITH:	10	SHARED DISPOSITIVE POWER
		<b>6,912,503</b>

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

**6,912,503**

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**12**

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**52.9%**

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**14**

**IN**



## **Introductory Note**

This Schedule 13D/A amends and supplements the information provided by Apex Glory Holdings Limited (“Apex Glory”), a British Virgin Islands company and a wholly-owned subsidiary of Hongkong Ruishang International Trade Co., Ltd. (“Hongkong Ruishang”), Hongkong Ruishang and Mr. Xiusheng Wang (“Mr. Wang”) in the Schedule 13D/A filed with the Securities and Exchange Commission (the “SEC”) on July 15, 2014 (“Amendment No. 1”).

The primary purpose of this Schedule 13D/A is to reflect a change in the intention of Hongkong Ruishang, a company controlled by Mr. Wang, regarding the composition of the board of directors and management of Fuwei Films (Holdings) Co., Ltd., a Cayman Islands corporation (the “Company”). Other than as set forth under Item 4. Purpose of Transaction below, there have been no changes to the information set forth in Amendment No. 1.

This Schedule 13D/A is filed jointly by Apex Glory, Hongkong Ruishang and Mr. Wang, who are collectively referred to herein as the “Reporting Persons”.

**Item 4. Purpose of Transaction.**

The transfer of ownership of the Ordinary Shares of the Company previously owned by the former shareholder of the Company, Administrative Company, was the result of a public auction held in Jinan, Shandong Province, China. Shandong Optical, who was entrusted to acquire the shares on behalf of Hongkong Ruishang, was registered as the successful bidder for the public auction.

Hongkong Ruishang and Mr. Wang have recommended to the Nominating and Corporate Governance Committee of the Board of Directors of the Company that Mr. Zengyong Wang be nominated for election to the Board of Directors of the Company at the Annual Meeting of Shareholders to be held December 1, 2014. Following Mr. Wang's election it is expected that he will assume Mr. Xiaohan He's post as the chairman of the board and CEO of the Company upon Mr. He's voluntary resignation.

Except as set forth above, none of the Reporting Persons has any present plans which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Company, or the disposition of securities of the Company;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Company or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Company;
- (f) any other material change in the Company's business or corporate structure;

(g) Changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person;

(h) Causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(i) A class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or

(j) Any action similar to any of those enumerated above.

The Reporting Persons reserve the right, subject to applicable law, to review or reconsider their position, change their purpose, take other actions (including actions that could involve one or more of the types of transactions or have one or more of the results described in (a) through (j) above, or formulate and implement plans or proposals with respect to any of the foregoing.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Date: November 11, 2014

HONGKONG RUIZHANG  
INTERNATIONAL  
TRADE CO., LTD.

By: /s/ Xiusheng Wang  
Name: Xiusheng Wang  
Title: Director

By: /s/ Benjie Dong  
Name: Benjie Dong  
Title: Director

Apex Glory Holdings  
Limited

By: /s/ Benjie Dong  
Name: Benjie Dong  
Title: Director