Sino Great Wall Co., Ltd.

The Third Quarterly Report 2017



October 2017

1 Important Notice

The Board of Directors ,Supervisory Committee, all directors, supervisors and senior executives of the Company hereby guarantees that there are no misstatement, misleading representation or important omissions in this report and shall assume joint and several liability for the authenticity, accuracy and completeness of the contents hereof.

All the directors attended the board meeting for reviewing the Quarterly Report.

Mr.Chen Lue, Person in charge of the Company, Mr.Tang Xianyong, Chief financial officer and the Mr. Tang Xianyong, the person in charge of the accounting department (the person in charge of the accounting)hereby confirm the authenticity and completeness of the financial report enclosed in this Quarterly Report .

II. Basic information about the company

(1) Main financial data and financial index

Whether it has retroactive adjustment or re-statement on previous accounting data for accounting policy changed and accounting error correction or not.

□ Yes √No

| | As at the end of the reporting period | | As at the end of last year | | Changed (%) over end prev. year | |
|---|---------------------------------------|--------|----------------------------|---|---------------------------------|---------------------------------------|
| Gross assets (RMB) | 10,495,996,015.27 | | 7, | ,986,178,961.63 | | 31.43% |
| Net assets attributable to the shareholders of the listed company (RMB) | 2,042,777,869.59 | | 1,777,948,117.49 | | | 14.90% |
| | Reporting period | | | Between beginning of the year to the end of the report period | | Changed (%) over end of prev. year |
| Operating income (RMB) | 1,660,125,169.52 | 29.70% | | 4,685,207,526.32 | | 44.89% |
| Net profit attributable to the shareholders of the listed company (RMB) | 141,854,355.89 | 40.64% | | 410,460,805.92 | | 35.39% |
| Net profit after deducting of non-recurring gain/loss attributable to the shareholders of listed company (RMB) | 141,971,594.58 | | 40.84% | 406,874 | .,430.74 | 43.62% |
| Cash flow generated by business operation, net (RMB) | | | | -785,444 | ,322.16 | 53.42% |
| Basic earning per share(RMB/Share) | 0.0835 | | 41.05% | | 0.2417 | 35.41% |
| Diluted gains per share(RMB/Share)(RMB/Share) | 0.0835 | | 41.05% | | 0.2417 | 35.41% |
| Weighted average income/asset ratio (%) | 7.09% | | 0.66% | | 21.49% | 0.54% |

Items and amount of non-current gains and losses

| Items | Amount from beginning of the year to the end of the report period | Notes |
|---|---|-------|
| Non-current asset disposal gain/loss(including the write-off part | -24,916.50 | |



 $[\]sqrt{\text{Applicable}}$ $\square \text{Not applicable}$

| for which assets impairment provision is made) | | |
|--|--------------|---|
| Government subsidy recognized in current gain and loss(excluding those closely related to the Company's business and granted under the state's policies) | 292,876.71 | Mainly is the posts stabilization subsidy of the Social Insurance Management Center |
| Non-operating income and expense other than the above | 3,931,544.43 | |
| Less: Amount of influence of income tax | 613,129.46 | |
| Total | 3,586,375.18 | |

For the Company's non-recurring gain/loss items as defined in the Explanatory Announcement No.1 on information disclosure for Companies Offering their Securities to the Public-Non-recurring Gains and Losses and its non-recurring gain/loss items as illustrated in the Explanatory Announcement No.1 on information Disclosure for Companies offering their securities to the public-non-recurring Gains and losses which have been defined as recurring gains and losses, it is necessary to explain the reason.

□ Applicable √ Not applicable

None of Non-recurring gain /loss items recognized as recurring gain /loss/items as defined by the information disclosure explanatory Announcement No.1- Non –recurring gain/loss in the report period.

II.Total Shareholders and Shares Held by Top Ten Shareholders at the End of the Reporting Period1. About Total Common Shareholders, Total Preference Shareholders with the Voting Power Recovered and the Shares Held by Top Ten Common Shareholders

In shares

| | | | | | | III SHAIC | |
|--|--|--------------------|-----------------------------|---------------------------------------|----------------------|-------------|--|
| Total number of co | | | 73,285 Total with t recover | | 0 | | |
| | | Shares he | ld by the top 10 sha | areholders | | | |
| | | | | Amount of | Pledging | or freezing | |
| Shareholder name | Properties of shareholder | Share proportion % | Quantity | tradable shares with Conditional held | Status of the shares | Quantity | |
| Chen Lue | Domestic Natural person | 34.36% | 583,454,556 | 581,722,696 | Pledge | 455,260,594 | |
| STYLE-SUCCES S LIMITED | Foreign legal person | 5.47% | 92,970,910 | 0 | | | |
| Union Holdings Co., Ltd. | Domestic Non- State-owned legal person | 5.18% | 87,935,921 | 0 | | | |
| He Feiyan | Domestic Natural person | 3.23% | 54,800,458 | 54,800,458 | | | |
| Jiutai Fund — Bank of Communications — Jiutai Huitong No.2 specific customer asset management plan | Other | 2.50% | 42,479,672 | 42,479,672 | | | |
| Huatai Securities Co., Ltd. | Domestic Non- State-owned legal person | 1.75% | 29,792,520 | 0 | | | |
| Rich Crown Investment Co., Ltd. | Foreign legal person | 1.37% | 23,235,313 | 0 | | | |
| China International Finance Co., Ltd. | Domestic Non- State-owned legal person | 1.18% | 19,955,594 | 0 | | | |
| Bank of China— Fortis Income Growth Securities | Other | 0.98% | 16,558,178 | 0 | | | |

| Investment Fund | | | | | | | |
|--|--|---|----------------------|----------------------|---|------------|--|
| Qinghai Heyi Mining Co.,Ltd/ | Domestic Non- State-owned legal person | 0.79% | 13,357,084 | 0 | Pledge | 13,357,000 | |
| | Sha | ares held by the Top | 10 Shareholders o | f Non-restricted sha | ares | | |
| Nama of the | e shareholder | Quantity of unre | stricted shares held | at the end of the | Share | type | |
| Name of the | e shareholder | | reporting period | | Share type | Quantity | |
| STYLE-SUCCES | S LIMITED | | | 92,970,910 | Foreign shares placed in domestic exchange | 92,970,910 | |
| Union Holdings C | o., Ltd. | | | 87,935,921 | RMB Common shares | 87,935,921 | |
| Huatai Securities | Co., Ltd. | | | 29,792,520 | RMB Common shares | 29,792,520 | |
| Rich Crown Inves | tment Co., Ltd. | | | 23,235,313 | Foreign shares placed in domestic exchange | 23,235,313 | |
| China Internationa Ltd. | al Finance Co., | | | 19,955,594 | RMB Common shares | 19,955,594 | |
| Bank of China—F Growth Securities | | | | 16,558,178 | RMB Common shares | 16,558,178 | |
| Qinghai Heyi Min | ing Co.,Ltd/ | | | 13,357,084 | RMB Common shares | 13,357,084 | |
| Huang Huaian | | | | 10,115,000 | RMB Common shares | 10,115,000 | |
| Cai Yu | | | | 9,000,000 | RMB Common shares | 9,000,000 | |
| National Trust Co Jinhui Capital Tru | | | | 8,270,000 | RMB Common shares | 8,270,000 | |
| Explanation on as relationship or corthe above shareho | ncerted action of | Mr. Chen Lue and Ms. He Feiyan are the unanimous persons; Union Holding Co., Ltd. and Ri ch Crown Investment Co., Ltd. and the other shareholders of circulation do not know whether there is any related relationship. | | | | | |
| Note to the top 10 stockholders involutionating & securiany) | lved in margin | Nil | | | | | |

Whether top ten common shareholders or top ten common shareholders with un-restrict shares held have a



buy-back agreement dealing in reporting period.

□ Yes √ No

The top ten common shareholders or top ten common shareholders with un-restrict shares held of the Company have no buy –back agreement dealing in reporting period.

 ${f 2.}$ Total number of preferred shareholders and shareholding of top 10 preferred shareholders by the end of the report period

 \Box Applicable \sqrt{Not} applicable

III. Significant Events

I. Major changes of main accounting statement items and financial indicators in the reporting period, as well as reasons for the changes

 $\sqrt{\text{Applicable}}$ \square Not applicable

| Items | Year-end balance (RMB) | Same period of the previous year(RMB) | Changes (%) | Remarks on the change |
|-------------------------------------|------------------------|---------------------------------------|-------------|--|
| Account receivable | 5,072,793,851.05 | 3,725,170,208.31 | 36.18% | Mainly due to the smooth progress of large projects and the increase in project income and the not-yet-collection money during the reporting period |
| Other receivable | 1,338,430,519.20 | 651,012,132.91 | 105.59% | Mainly due to the project guarantee money and the increase in the come-and-go money. |
| Non-current asset due in 1 year | 5,338,999.34 | 13,462,942.89 | -60.34% | Mainly due to the office buildings decoration and the reduction in the amortization of overseas guarantees. |
| Other current asset | 14,823,673.44 | 35,450,194.47 | -58.18% | Mainly due to the decrease in VAT pending deduction special invoice during the reporting period. |
| Construction in progress | 4,963,483.90 | | 100.00% | Mainly due to the construction of intelligent housing, ecological housing R & D center and production base and the tower crane installation of overseas project. |
| Long-germ expenses to be amortized | 4,105,972.90 | 7,003,035.93 | -41.37% | Mainly due to the office buildings decoration and the reduction in the amortization of overseas guarantees. |
| Other non-current asset | 670,010,987.00 | 116,902,258.30 | 473.14% | Mainly due to the increase of PPP project companies and the increase of investment of the company. |
| Short-term bank loan facilities | 3,106,375,280.98 | 1,966,058,357.59 | 58.00% | Mainly due to the increase in bank borrowings in the current period. |
| Non-current liability due in 1 year | 905,589,321.63 | 175,958,998.04 | 414.66% | Mainly due to the reclassification of long-term borrowings due within one year. |
| Specialized reserve | 99,340,271.80 | 65,687,868.14 | 51.23% | mainly due to the new construction project to carry out the safety reserve. |
| Minority interests | 69,030,645.96 | 52,534,755.10 | 31.40% | Mainly due to the increase in profits of the non-wholly owned subsidiary-Sino Great Wall Construction. |
| Business income | 4,685,207,526.32 | 3,233,597,223.19 | 44.89% | Mainly due to the increase in the revenue |

| | | | | caused by the increase of domestic PPP projects and general contracting projects. |
|---|------------------|-------------------|----------|--|
| Business cost | 3,657,257,165.36 | 2,452,777,768.51 | 49.11% | Mainly due to the increase in revenue during the reporting period. |
| Business tax and surcharge | 2,386,723.94 | 9,029,321.48 | -73.57% | Mainly due to the business tax replaced by VAT. |
| Financial expenses | 174,158,944.01 | 106,481,367.68 | 63.56% | Mainly due to the increase in bank borrowings. |
| Net cash flow generated by business operation, | -785,444,322.16 | -1,686,338,825.47 | 53.42% | Mainly due to the smooth progress of the project business and the good money collection. |
| Net cash flow generated by investment | -606,720,595.95 | -255,555,028.00 | -137.41% | Mainly due to the increase of PPP project companies and the increase of investment of the company. |
| Influence of exchange rate alternation on cash and cash equivalents | -8,154,660.05 | 1,569,103.98 | -619.70% | Mainly due to changes in foreign currency against the RMB exchange rate. |

II. The progress of significant events and influence, as well as the analysis and explanation on resolving proposal

$\sqrt{\text{Applicable}}$ \square Not applicable

On July 7, 2016, At the 10th board meeting of the 7th session board of directors held by the company, the Proposal about Sino Great Wall Co.,Ltd's Non-public Issuance of A Share was examined and approved, planning to issue shares to Sino Great Wall (Beijing) Investment Co., Ltd, Beijing An'ben Helath-care Investment Holdings Co.,Ltd and Mr. Zheng Jihua with the raising money of RMB 2.5 billion. On October 14, 2016, CSRC accepted the company's application of Non-public Issuance of Shares.

On February 16,2017, At the 16th board meeting of the 7th session board of directors held by the company, the Proposal about Adjusting the Non-public Share Issuance Plan of the Company was examined and approved, with the total amount of raising money adjusted to be RMB 900 million.

On March 22,2017, The company's application of non-public A-share issuance had been examined and approved by the Issuance Examination Commission of CSRC. On July 21, 2017, the company received the Approval for Sino Great Wall Co.,Ltd's Non-public Share Issuance by CSRC (No. 1145-2017 CSRC Permission). The company's board of directors will, in accordance with the relevant laws and regulations, the requirement of the above-said approval document and the authorization of the company's shareholders' general meeting, handle the relevant matters of this non-public share issuance within the stipulated term and fulfill the obligation of information disclosure in a timely manner.

| | | Description of the website for |
|------------------------------|--------------------|--------------------------------|
| Overview of material matters | Date of disclosing | disclosing provisional |
| | | announcements |

| Announcement on the Official Document | | |
|--|--------------|--------------------------|
| of Approval of Non-public Share Issuance | July 24,2017 | http://www.cninfo.com.cn |
| by CSRC. | | |

III. The commitments of the Company and its shareholders holding over 5% of the Company's total shares in the report year of extending to the report year from previous year.

 $\sqrt{\text{Applicable}} \square \text{Not applicable}$

| Commitment | Commitment maker | Туре | Contents | Time of making commitment | Period of commitme | Fulfillment |
|--|------------------------|------------|---|---------------------------------|--------------------|-------------------|
| Commitment on share reform | No | | No | | No | No |
| Commitment in the acquisition report or the report on equity changes | No | | No | | No | No |
| Commitments in assets reorganization | Chen Lue, He Feiyan | Share lock | Shares acquired by purchases of assets through issuing shares: "I will not transfer the new shares of Victor Onward Holdings acquired through this restructuring, including but not limited to the public transfer through the stock market or by agreement, and I will not entrust anybody else to manage my shares of Victor Onward Holdings, within 36 months from the date new shares list and before the date I've carried out my obligations of performance compensation under this restructuring(subject to whatever is early, hereinafter referred to as "lock-up periods"). If the closing price of shares of Victor Onward Holdings were lower than this issue price for 20 continuous trading days in 6 months after the restructuring transaction has been completed, or the final closing price were lower than this issue price 6 months after the transaction has been completed, the lock-up periods of my shares of Victor Onward Holdings are automatically prolonged for 6 months. (The above-mentioned issue price will be calculated according to the price after the adjustment of ex-dividend, etc. if ex-dividend behaviors of the company, including | | 36 months | Strict performing |

| | I | T | | | |
|----------|----------------------------|---|---------|---|-----------------------|
| | | distribution of dividends, giving bonus, conversion of share capital, rationing shares, and etc., were happened during the above-mentioned periods. If the restructuring transaction were investigated by judicial authorities or China Securities Regulatory Commission due to false record, misleading statement or major omission of the information provided or disclosed, I will not transfer my shares of the company before the conclusion of the case has been made clear. After the above-mentioned lock-up periods, I will sell or transfer the new shares of the company acquired from this restructuring following relevant regulations of China Securities Regulatory commission and Shenzhen Stock Exchange. | | | |
| Chen Lue | Share lock | Shares acquired by matching funds raised: "I will not transfer the new shares of Victor Onward Holdings acquired through this issuing by any way, including but not limited to the public transfer through the stock market or by agreement, within 36 months from the date new shares list. If regulation rules or regulators have longer requirements for lock-up periods, it should be executed accordingly. | | | Strict perfo rming |
| Chen Lue | There is no funds occupied | Up to the issue day of the letter, I and other corporations controlled by me haven't possessed funds of Sino Great Wall; After the transaction is completed, I and other companies controlled by me (if any), except for listed companies and their holding subsidiaries, will not possess the funds of listed companies or Sino Great Wall by any way, including cash in advance, other expenses, direct or indirect loans, assumption, etc. and try our best to avoid fund intercourse with listed companies or Sino Great Wall, which has nothing to do with normal operations. If Sino Great Wall got penalized by government administration departments due to the money lending which was happened before the transaction, I will bear the total compensation for the company's loss resulting from it by cash in order to guarantee Sino Great Wall won't suffer any loss. | 19,2015 | _ | Strict perfo rming |

| ı | 1 | T | ı | П | |
|----------|--------------------------|---|---------|---|-------------------|
| | | Meanwhile, I will actively urge Sino Great Wall to establish complete inner control system and funds management system within lawful authority. | | | |
| Chen Lue | Cash comp ensation | In view of the fact that the houses rented by Sino Great Wall and it's son subsidiaries, subsidiaries, haven't rental registration, I promise, if Sino Great Wall and its son subsidiaries, subsidiaries, were penalized by real estate management department or suffered other losses resulting from it, I agree to compensate the loss of the company by cash. | 19,2015 | | Strict performing |
| Chen Lue | Cash comp ensation | During the reporting period, the project which Sino Great Wall is involved in is the decoration engineering construction project of Libo Grand Hotel (hereinafter referred to as "Libo project") which the company contracted before the bidding process. Sino Great Wall is not involved in any other projects except for Libo project before bidding process. As to the violating issues existed in the Libo project, I promise as follows: if Sino Great Wall got penalized by government administration departments or suffered any economic loss resulted from it, I will compensate the company by cash; Meanwhile, I, within lawful authority, will also promise to urge the company to undertake related construction projects legally so as to avoid violating issues happened before implementation of bidding process, i.e., at the time for construction again. | 19,2015 | | Strict performing |
| Chen Lue | Cash comp ensation | 1. Up to October 13th,2014, the related expenses of the litigation and arbitration cases, including the actual price, compensation, penalty, ligation costs, etc. which the parent-subsidiary companies of Sino Great Wall needs to pay caused by the final results of ligation and arbitration cases, exceed the amount of liabilities which recognized in the "Audit Report" made for Sino Great Wall by Ruihua CPA (Special Ordinary Partnership) on the basis of the audit base day of July 31st, 2014, I promise to bear the balance by cash | 19,2015 | | Strict performing |

| 1 | T | ı | | |
|--------------------------|---|---------|-----------|-------------------|
| | unconditionally so as to guarantee the parent-subsidiaries of Sino Great Wall won't suffer any loss. 2. This commitment letter is irrevocable. | | | |
| Cash comp ensation | 1. On condition that ownership defect exists in the lease of house property of parent-subsidiary companies of Sino Great Wall and its subsidiary corporation, which resulted in inability for parent-subsidiary companies of Sino Great Wall and its subsidiary corporation to continue leasing this house property but having to relocate, or parent-subsidiary companies of Sino Great Wall and its subsidiary corporation can't timely find suitable workplace for lawful operation in related area, I will undertake to compensate by cash for parent-subsidiary companies of Sino Great Wall's losses which are caused by operation and finance due to the above-mentioned matters. 2. I undertake to unconditionally bear the relevant fines by cash for parent-subsidiary companies of Sino Great Wall on condition that the rental house property of parent-subsidiary companies of Sino Great Wall and its subsidiary corporation is in absence of handling procedures for filing house leasing ,which resulted in that parent-subsidiary companies of Sino Great Wall and its subsidiary corporation are fined by property administrative department. 3.The commitment letter is irrevocable. | 19,2015 | Long term | Strict performing |
| Cash comp ensation | "In condition that parent-subsidiary companies of Sino Great Wall or its son subsidiary haven't paid social security or housing fund for staff according to law, which resulted in any losses to Sino Great Wall, including the competent authorities' requirement for Sino Great Wall or its subsidiary to make supplementary payment, to be punished and resourced, I will bear by full-amount cash for the fee of supplemental payment and the expense and fee for being punished or resourced, which is to guarantee Sino Great Wall and its subsidiary to avoid suffering. | 19,2015 | Long term | Strict performing |

| Chen Lue | Cash | "At present, Suzhou Lvbang has possessed one | March | Long term | Strict perfo |
|----------|-----------|--|---------|-----------|--------------|
| Onon Duc | comp | state-own land use right, of which the land | | | rming |
| | ensation | certificate is Suzhou Guo Yong(2014) | 17,2013 | | ming |
| | Chisation | No.Y2014086", locates in Danan Village, | | | |
| | | Dadian Town, Yongqiao District, Suzhou City | | | |
| | | with 32,966 square meters of area and the | | | |
| | | _ | | | |
| | | purpose for industry. Suzhou Lvbang possesses | | | |
| | | its own factory with 9,843.87 square meters of | | | |
| | | area above-mentioned, which is the building | | | |
| | | reserved on the former selling land. Suzhou | | | |
| | | Lybang is carrying out refurnishing and | | | |
| | | reconstruction for this factory and has acquired | | | |
| | | "License of Construction Land Planning "with | | | |
| | | No.2014-08-001 approved and issued by | | | |
| | | Yongqiao District, Suzhou City's housing and | | | |
| | | rural construction bureau, of which other | | | |
| | | examination and approval procedures of | | | |
| | | construction are in the process of handling "I | | | |
| | | undertake to actively supervise and urge Suzhou | | | |
| | | Lvbang on handling procedures of the approval | | | |
| | | process involved with factor refurnishing and | | | |
| | | reconstruction, and which is suffered from | | | |
| | | administrative punishment by relevant | | | |
| | | competent authorities in reason of claiming | | | |
| | | certificate of title, or in which any dispute or | | | |
| | | controversy exist in construction and | | | |
| | | ownership, which shall be my responsibility to | | | |
| | | carry out solution, and I undertake to | | | |
| | | compensate by cash for Suzhou Lvbang's losses | | | |
| | | which are due to this matter, guaranteeing no | | | |
| | | losses occur to Sino Great Wand Suzhou | | | |
| | | Lvbang for this matter. " | | | |
| Chen Lue | Cash | "According to the "Agreement of Significant | March | Long term | Strict perfo |
| | comp | Asset Replacement and Issue of Share to Buy | | | rming |
| | ensation | Asset"(hereinafter referred to as "Agreement") | , | | υ |
| | | signed among Victor Onward Holdings, all | | | |
| | | shareholders of Sino Great Wall and Union | | | |
| | | Development Group Co., Ltd (hereinafter | | | |
| | | referred to as" Union Group") on October 13, | | | |
| | | 2014, all the creditor's rights and liabilities | | | |
| | | related to place-out asset before the delivery | | | |
| | | date of Victor Onward Holdings shall be Union | | | |
| | | Group's responsibility to carry out solution; | | | |
| | | | | | |
| | | After the asset delivery date, if any losses occur | | | |

| | | , | | 1 | 1 |
|--------------|------------|---|------------|------------|--------------|
| | | to Victor Onward Holdings in reason of the | | | |
| | | liability transfer of asset delivery, personnel | | | |
| | | placement, unsettled dispute or controversy and | | | |
| | | other compensation related to place-out asset, | | | |
| | | payment obligation and punishment, Union | | | |
| | | Group or the specified third party shall | | | |
| | | sufficiently compensate all losses for Victor | | | |
| | | Onward Holdings for the above matters. I | | | |
| | | undertake, if Union Group and the specified | | | |
| | | third party refuse to compensate the losses | | | |
| | | caused by the above mentioned matters for | | | |
| | | Victor Onward Holdings according to | | | |
| | | the" Agreement", I will compensate by cash for | | | |
| | | the Victor Onward Company within 5 working | | | |
| | | day in advance. Meanwhile, I will reserve the | | | |
| | | resource rights for Union Group and the | | | |
| | | specified third party. | | | |
| Chan Luc IIc | Perfor | | May | I ong town | Strict norfo |
| | | According to Agreement of Shenzhen Victor | - | _ | Strict perfo |
| Feiyan | mance | Onward Textile Industrial Co., Ltd., Chen Lve | 11,2015 | | rming |
| | comm | and He Feiyan Concerning on Performance | | | |
| | itment | Compensation" and its supplemental | | | |
| | | agreement, Chen Lve's promised Sino Great | | | |
| | | Wall that the net profit deducted by incidental | | | |
| | | losses and attributable to the parent companies' | | | |
| | | owners after audition of 2015, 2016 and 2017 | | | |
| | | shall be respectively more than RMB 345.8 | | | |
| | | million, RMB 438.5 million and RMB 538.2 | | | |
| | | million. If the net profit of Sino Great Wall is | | | |
| | | less than the promised net profit mentioned | | | |
| | | above , Chen Lve and He Feiyan will | | | |
| | | compensate for listed company in accordance | | | |
| | | with "Performance Compensation Agreement" | | | |
| | | and its supplemental agreement. | | | |
| | Indep | 1. This reorganization is planned to place in | September3 | Long term | Strict perfo |
| | enden ce, | asset. At present, complete separation has | 0,2015 | | rming |
| | competitio | existed between me or other enterprises under | | | |
| | n in the | my possession (if any) and the listed company | | | |
| Chen | same | in staff, asset, finance, institution and business | | | |
| Lue ,He | industry | of Sino Great Wall. Independence exists in both | | | |
| Feiyan | - | staff, asset, finance, institution and business and | | | |
| | | no confusion exists. 2. I undertake, after this | | | |
| | | reorganization, to ensure the continued | | | |
| | | complete separation between me or other | | | |
| | | enterprises under my possession(if any) and the | | | |
| | | , J , | | | |

staff, listed company in asset, finance, institution and business. sustaining independence in the listed company's staff, asset, finance, institution and business, as follows: (1). The Ensurance of Independence for Listed Company's Personnel Ensure that the general manager, the vice-general manger, the chief financial officer, the board secretary and the senior executives of the Company only accept salary in listed company, including no holding of any post except director and supervisor in my enterprise or other enterprises under my possession. 2.Ensure the complete independence exists among the company's labor, personnel, and salary management and me. 3. The director, supervisor, general manager and other senior executives recommended by me have all been through the legal procedures, and I will not intervene the company's board and the shareholder's decision for appointing and dismissing personnel by exercising official power. (2)The Ensurance of the Asset Independence of Listed Company 1.Ensure that the listed company possesses business system related to operation and the relevant completely-independent asset. 2.Ensure that no occupation of mine exists in capitals and assets of the listed company. 3. The Ensurance of the Financial Independence of Listed Company 1.Ensure the that independent finance independent department and the financialcalculating system set up by the listed company, which possess normative and independent financial and accounting rules. 2 Ensure that the listed company independently opens a bank account, not sharing the same bank account with me. 3. Ensure that the financial staff of the listed company holds no part-time post in my enterprise and other enterprises under my possession. 4. Ensure that the listed company pays taxes according to law. 5. Ensure that the listed company makes the financial decision-making independently, I will



| | | : | | | |
|---------|--------|--|---------|-----------|--------------|
| | | not intervene the utilization of the listed | | | |
| | | company's capital. (4)The Ensurance of the | | | |
| | | Institutional Independence of Listed Company | | | |
| | | 1.Ensure that the listed company sets up perfect | | | |
| | | governance structure for the share company's | | | |
| | | legal person, which possesses independent and | | | |
| | | complete institutional framework 2.Ensure that | | | |
| | | the shareholder's meeting, the board of director, | | | |
| | | the independent director, the supervisor and the | | | |
| | | general managers exercise official powers | | | |
| | | according to laws, regulations and articles of | | | |
| | | incorporation (5)The Ensurance of the Business | | | |
| | | Independence of Listed Company 1. Ensure that | | | |
| | | the listed company possesses the asset, staff, | | | |
| | | qualification and ability for independently | | | |
| | | holding business activities, which possesses the | | | |
| | | independent, autonomous and sustain operation | | | |
| | | ability catering to the market. 2. Ensure that I | | | |
| | | will not intervene the listed company's business | | | |
| | | activities except exercising shareholder's rights. | | | |
| | | 3.Ensure that I or other enterprises under my | | | |
| | | possession will avoid working on the listed | | | |
| | | company's main business which possesses | | | |
| | | substantial competition. 4. Ensure to reduce the | | | |
| | | related transaction between me and the listed | | | |
| | | company or between other enterprises under my | | | |
| | | possession and the listed company as much as | | | |
| | | possible; When confirming necessary but | | | |
| | | unavoidable related transaction, I will ensure | | | |
| | | | | | |
| | | the fair operation according to the principle of | | | |
| | | market culture and the fair price, and fulfill the | | | |
| | | transaction procedures and the obligation of | | | |
| | | disclosing information according to relevant | | | |
| | | laws and regulations and normative document " | | | |
| | Relate | "1.Before this reorganization, the fairness and | March | Long term | Strict perfo |
| | transa | reasonableness of pricing and the legitimacy | 19,2015 | | rming |
| | ctions | and effectiveness of decision-making procedure | | | |
| Chen | | exist in the transaction(if any) between me or | | | |
| Lue ,He | | the enterprise under my possession(if any) and | | | |
| Feiyan | | Sino Great Wall which is planned to place asset | | | |
| 1 Ciyan | | in, no related transaction with obvious | | | |
| | | unfairness exists; 2.After this reorganization, I | | | |
| | | or the enterprise under my possession will avoid | | | |
| | | and reduce the related transaction with listed | | | |
| | | | | | |

| | | T . | ľ | 1 | |
|------------|----------|--|-------|-------------|--------------|
| | | company as much as possible. As for any | | | |
| | | unavoidable or reasonable related transaction, I | | | |
| | | or the enterprise under my possession will sign | | | |
| | | the agreement according to laws and fulfill the | | | |
| | | lawful procedure, and fulfill relevant approval | | | |
| | | procedure for internal decision-making and | | | |
| | | timely fulfill the obligation of disclosing | | | |
| | | information according to law, following | | | |
| | | relevant laws, regulations, other normative | | | |
| | | documents and articles of listed company, | | | |
| | | which is to guarantee the fairness and | | | |
| | | reasonableness in related transaction pricing, to | | | |
| | | guarantee the fairness of transaction condition | | | |
| | | and to guarantee not to utilize the related | | | |
| | | transaction to illegally transfer the capital and | | | |
| | | profit of listed company, and not to utilize this | | | |
| | | transaction to engage in any behaviors which | | | |
| | | will cause any losses to listed company or other | | | |
| | | shareholder's legitimate rights. Once I violate | | | |
| | | the above promises and cause losses to the | | | |
| | | listed company, I will compensate the listed | | | |
| | | company for the losses caused by the this | | | |
| | | matter. | | | |
| Union | Income | During the assets magnifestion the house | Manah | I on a town | Strict morfo |
| | Income | During the assets reorganization, the house | | Long term | - |
| _ | disposal | property and land without property certificate in | | | rming |
| Group Co., | | the disposed assets within the plant area of | | | |
| Ltd | | Kuixin Community of Kuichong Street of | | | |
| | | Longgang District and the expected | | | |
| | | compensations, as well as the expected | | | |
| | | compensations concerning to the regaining of | | | |
| | | plots planned as schools within the right of land | | | |
| | | use of Nanyou Industrial Park of Nanshan | | | |
| | | District have not been recorded in the | | | |
| | | assessment. Therefore, Union Group promises | | | |
| | | that after the reorganization, if Union or a third | | | |
| | | party appointed by Union receives | | | |
| | | compensations or incomes related to | | | |
| | | labore mentioned disposed essets which are | Ī | ı | |
| | | above-mentioned disposed assets which are | | | |
| | | house property and land without property | | | |
| | | house property and land without property certificate as well as regaining of plots planned | | | |
| | | house property and land without property certificate as well as regaining of plots planned as schools, Union will return the benefits to | | | |
| | | house property and land without property certificate as well as regaining of plots planned | | | |
| | | house property and land without property certificate as well as regaining of plots planned as schools, Union will return the benefits to | | | |

| | | land and the naid as well as the unneid but | | | |
|-------------|----------|---|---------|-----------|--------------|
| | | land and the paid as well as the unpaid but | | | |
| | | necessary costs and fees for the reception of the | | | |
| | | above-mentioned benefits for Union Group or | | | |
| | | its third party will be deducted from the income. | | | |
| | | The specific benefits and payable costs and fees | | | |
| | | should be confirmed jointly by Union Group | | | |
| | | and Victor Onward Holdings based on the | | | |
| | | actual situations. (Notes:On June 25, 2015, All | | | |
| | | shareholders of Victor Onward Holdings, Union | | | |
| | | Group and Sino Great Wall Signed | | | |
| | | supplementary agreement, and specified that the | | | |
| | | land and houses without ownership certificate | | | |
| | | of Victor Onward Holdings located at the | | | |
| | | factory area of Kuixin community of Kuichong | | | |
| | | Street office of Longgang District (the land area | | | |
| | | is about 50,000 square meters, the built-up area | | | |
| | | of houses is about 25,000 square meters, among | | | |
| | | them about 18,000 square meters of buildings at | | | |
| | | built-up area are within the plan of removal and | | | |
| | | collection of government, hereinafter referred | | | |
| | | as "undocumented property) still belongs to | | | |
| | | Victor Onward Holdings. And the benefits and | | | |
| | | risks of the real estate without certificate are | | | |
| | | enjoyed and assumed by Victor Onward | | | |
| | | Holdings | | | |
| Union | Cash | According to the Term 5.5.3 of Agreement on | March | Long term | Strict perfo |
| Development | comp | Major Asset Replacement and Asset Purchase | 19,2015 | | rming |
| Group Co., | ensation | Through Issuing Shares (hereinafter referred to | | | |
| Ltd | | as Agreement) signed on October 13, 2014 by | | | |
| | | the company and all shareholders of Victor | | | |
| | | Onward Co. Ltd and Sino Great Wall, Victor | | | |
| | | Onward Holdings should obtain the letter of | | | |
| | | approval concerning the transferred debts of the | | | |
| | | disposed assets from the creditor (including the | | | |
| | | guarantee, similarly hereinafter) before the date | | | |
| | | of assets delivery. In the situation of debts on | | | |
| | | Victor Onward Holdings due to the absence of | | | |
| | | creditor's consent, the company or the third | | | |
| | | party appointed by the company is in charge of | | | |
| | | paying off debts or reaching agreement on the | | | |
| | | solution with the creditor. When there are losses | | | |
| | | | | | |
| | | caused by improper solutions of the company or | | | |
| | | caused by improper solutions of the company or the third party appointed by the company, the | | | |

| | | | 1 | | | |
|-------------|---------------|------|---|-----------|-----------|--------|
| | | | company will fully compensate for the caused | | | |
| | | | losses of Victor Onward Holdings in 5 working | | | |
| | | | days after receiving the notice. According to the | | | |
| | | | Term 5.5.4 of Agreement, after the date of | | | |
| | | | assets delivery, any compensations, obligations | | | |
| | | | of payment and penalties caused by disposed | | | |
| | | | assets as well as unsettled disputes in Victor | | | |
| | | | Onward Holdings will be undertaken and | | | |
| | | | solved by the company or the third party | | | |
| | | | appointed by the company, and Victor Onward | | | |
| | | | Holdings assumes no responsibility. When there | | | |
| | | | are losses caused by it, the company or the third | | | |
| | | | party appointed by the company will fully | | | |
| | | | compensate for the caused losses of Victor | | | |
| | | | Onward Holdings in 5 working days after | | | |
| | | | receiving the notice. According to the Term | | | |
| | | | 5.6.1 of Agreement and based on the principle | | | |
| | | | of "staff arrangement according to the assets", | | | |
| | | | the labor relations, social insurance relations | | | |
| | | | including pension, medical treatment, | | | |
| | | | unemployment, working injury and maternity, | | | |
| | | | and other liable welfare and salary of all the | | | |
| | | | staff in Victor Onward Holdings. (including but | | | |
| | | | | | | |
| | | | not limited to on-post employees, employees | | | |
| | | | awaiting job assignments, retired employees, retained employees with suspend salary, | | | |
| | | | | | | |
| | | | transferred employees, and temporary | | | |
| | | | employees, etc) will be transferred to the | | | |
| | | | company or the third party appointed by the company. Compensations or related matters (if | | | |
| | | | | | | |
| | | | any) due to the termination of labor relationship | | | |
| | | | in advance with Victor Onward Holdings, the | | | |
| | | | company or the third party appointed by the | | | |
| | | | company will be in charge of the payment. The | | | |
| | | | company promises that for the losses caused by | | | |
| | | | matters such as the above-mentioned debt | | | |
| | | | transfers of disposed assets, personnel | | | |
| | | | arrangement, unsettled disputes, potential debts, | | | |
| | | | payment obligations and penalties, the company | | | |
| | | | or the third party appointed by the company | | | |
| | | | will fully compensate for the losses of Victor | | | |
| | | | Onward Holdings due to the above-mentioned | | | |
| | | | matters based on the Agreement in cash. | | | |
| Commitments | All directors | Fill | 1.Guarantee that interest will be transferred to July | ly 7,2016 | Long-term | Strict |

| made upon | of the | returns | other units or individuals which are with | performing |
|-----------|---------|---------|--|------------|
| issuance | company | | compensation or without fair conditions, neither | |
| | | | other ways which are harmful to the Company's | |
| | | | interest will be adopted;2.Guarantee restraint | |
| | | | conduction for the duty consuming behavior of | |
| | | | directors and senior managers;3.Guarantee that | |
| | | | no capital of the Company will be employed for | |
| | | | engaging in investment or consumption which | |
| | | | are not involved with duty | |
| | | | performance;4.Guarantee that the compensation | |
| | | | system formulated by the board of director or | |
| | | | Compensation and Assessment Committee is | |
| | | | linked with the exertion situation of the | |
| | | | Company's return filling solution;5. Shall stock | |
| | | | incentive mechanism subsequently be | |
| | | | introduced by the Company, the exertion | |
| | | | condition of the Company's stock incentive | |
| | | | mechanism which is intended to be published is | |
| | | | guaranteed to be linked with the exertion | |
| | | | situation of the Company's return filling | |
| | | | solution;6.When stock incentive mechanism is | |
| | | | intended to be carried out subsequently , I | |
| | | | promise, within the legal range, to prompt the | |
| | | | exertion condition of the Company's stock | |
| | | | incentive mechanism which is intended to | |
| | | | publish is guaranteed to be linked with the | |
| | | | exertion situation of the Company's return | |
| | | | filling solution;7. I promise the commitments | |
| | | | above will be fulfilled strictly, and guarantee | |
| | | | actual fulfillment for the Company's return | |
| | | | filling solution. Shall any commitments be | |
| | | | violated or be refused to fulfill by me, I will | |
| | | | fulfill corresponding obligations of explanation | |
| | | | and apology according to relevant regulations | |
| | | | of Guidance on First Issue, Refinancing, Major | |
| | | | Asset Reorganization and Dilution for Return at | |
| | | | Sight by CSRC, and will approve the | |
| | | | supervision measures or self-discipline | |
| | | | supervision measures made by CSRC, SZSE | |
| | | | and China Association for Public Companies. | |
| | | | Any losses occurred upon he Company or the | |
| | | | shareholders, I am willing to undertake the | |
| | | | responsibility for corresponding compensation | |
| | | | in accordance with laws. | |

| | Chen Lue, He Feiyan | Fill returns | Guarantee that no operating management will be intervened with exceeded authority, and no interest of the Company will be expropriated. | July 7,2016 | Long-term | Strict performing |
|--|------------------------|-----------------|---|-------------|-----------|----------------------|
| Equity incentive commitment | No | No | No | | No | No |
| Other commitments for medium and small shareholders | No | No | No | | No | No |
| Completed on time(Y/N) | Yes | | | | | |
| If the commitments is not fulfilled on time, shall explain the specify reason and the next work plan | Nil | | | | | |

IV. Prediction of Business performance for 2017

Estimation of accumulative net profit from the beginning of the year to the end of next report period to be loss probably or the warning of its material change compared with the corresponding period of the last year and explanation of reason.

□ Applicable √ Not applicable



V. Investment in securities

☐ Applicable √Not applicable

No Securities investment in period

VI. Investment in derivatives

☐ Applicable √Not applicable

There is no derivative investment during the report period.

VII. The registration form of acceptance of investigation, communication and interview in the report period for future reference

√ Applicable □Not applicable

| Reception time | Way of reception | Types of visitors | Basic index |
|----------------|----------------------|-------------------|--|
| August 24,2017 | Onsite investigation | Organization | The interactive relation with the investors on Shenzhen Stock Exchange platform about Sino Great Wall International Engineering Co., Ltd: Record of the investors relations activities on August 24, 2017. |

VIII. External guarantee get out of line

☐ Applicable √Not applicable

The Company has no external guarantee get out of the line in the Period

IX. Controlling shareholder and its related parties occupying non-business capital of the listed company

☐ Applicable √Not applicable

There are no controlling shareholder and its related parties occupying non-business capital of the listed company in Period

X. Implementation of the social Responsibility of taking targeted measures to alleviate poverty in light of local Conditions.

In The report third quarter, the company neither carried out the work of taking targeted measures to alleviate poverty in light of local conditions nor has such a plan.



IV. Financial Statement

I. Financial statement

1. Consolidated balance sheet

Prepared by: Sino Great Wall Co., Ltd.

| Items | At the end of term | Beginning of term |
|---|--------------------|-------------------|
| Current asset: | | |
| Cash and bank balances | 1,470,453,794.78 | 1,340,815,821.83 |
| Settlement provision | | |
| Outgoing call loan | | |
| Financial assets at fair value through profit or loss | | |
| Derivative financial assets | | |
| Notes receivable | 755,016,594.76 | 1,074,390,642.58 |
| Account receivable | 5,072,793,851.05 | 3,725,170,208.31 |
| Advance payments | 311,054,365.54 | 319,206,798.63 |
| Insurance receivable | | |
| Reinsurance receivable | | |
| Provisions of Reinsurance contracts receivable | | |
| Interest receivable | | |
| Dividend receivable | | |
| Other account receivable | 1,338,430,519.20 | 651,012,132.91 |
| Securities purchased under agreements to resell | | |
| Inventories | 426,746,726.92 | 332,904,930.36 |
| Held-for-sale assets | | |
| Current portion of non-current assets | 5,338,999.34 | 13,462,942.89 |
| Other current asset | 14,823,673.44 | 35,450,194.47 |
| Total of current assets | 9,394,658,525.03 | 7,492,413,671.98 |
| Non-current assets: | | |
| Loans and advances | | |

| Available-for-sale financial assets | | |
|---|-------------------|------------------|
| Held-to-maturity investments | | |
| Long-term receivable | | |
| Long term share equity investment | | |
| Property investment | | |
| Fixed assets | 140,014,185.65 | 128,483,747.74 |
| Construction in progress | 4,963,483.90 | |
| Engineering material | | |
| Fixed assets pending for disposal | | |
| Productive biological assets | | |
| Gas & petrol | | |
| Intangible assets | 126,422,718.30 | 106,203,443.55 |
| Research and Development Expenditures | | |
| Goodwill | 58,874,144.79 | 58,874,144.79 |
| Long-term prepaid expenses | 4,105,972.90 | 7,003,035.93 |
| Deferred income tax | 96,945,997.70 | 76,298,659.34 |
| Other non-current asset | 670,010,987.00 | 116,902,258.30 |
| Total of non-current assets | 1,101,337,490.24 | 493,765,289.65 |
| Total of assets | 10,495,996,015.27 | 7,986,178,961.63 |
| Current liabilities | | |
| Short-term bank loan facilities | 3,106,375,280.98 | 1,966,058,357.59 |
| Borrowings from central bank | | |
| Deposits and placements from other financial institutions | | |
| Placement from banks and other financial institution | | |
| Financial liabilities at fair value through profit and loss | | |
| Derivative financial liabilities | | |
| Notes payable | 648,811,805.70 | 706,883,375.54 |
| Account payable | 1,564,449,490.21 | 1,313,948,990.25 |
| Advances from customers | 586,284,852.68 | 573,784,072.58 |
| Securities sold under agreement to repurchase | | |
| Fees and commissions payable | | |
| | | |

| Payroll payable | 18,970,536.66 | 18,797,546.69 |
|--|-------------------|-------------------|
| Taxes and surcharges payable | 399,043,104.19 | 313,483,669.78 |
| Interest payable | 7,836,284.79 | 6,428,493.55 |
| Dividend payable | | |
| Other payable | 222,947,622.83 | 222,414,975.01 |
| Reinsurance amounts payable | | |
| Provision of insurance contract | | |
| Securities brokering | | |
| Securities underwriting | | |
| Held-for-sale liabilities | | |
| Current portion of non-current liabilities | 905,589,321.63 | 175,958,998.04 |
| Other current liability | | 30,382,980.72 |
| Total of current liability | 7,460,308,299.67 | 5,328,141,459.75 |
| Non-current liabilities: | | |
| Long-term bank loan facilities | 794,966,196.84 | 786,858,878.82 |
| Bond payable | 100,000,000.00 | |
| Including: preferred stock | | |
| Perpetual capital securities | | |
| Long-term payable | | |
| Long-term employee benefits payable | | |
| Grants payable | | |
| Provisions | 2,878,343.68 | 13,225,861.70 |
| Deferred income | | |
| Deferred tax liabilities | 26,034,659.53 | 27,469,888.77 |
| Other non-current liabilities | | |
| Total non-current liabilities | 923,879,200.05 | 827,554,629.29 |
| Total of liability | 8,384,187,499.72 | 6,155,696,089.04 |
| Equity | | |
| Share capital | 1,698,245,011.00 | 1,698,245,011.00 |
| Other equity instrument | | |
| Including: preferred stock | | |
| Perpetual capital securities | | |
| Reserves | -1,303,571,952.68 | -1,299,349,701.74 |
| Less: treasury shares | | |



| Other comprehensive income | | |
|--|-------------------|------------------|
| Specialized reserve | 99,340,271.80 | 65,687,868.14 |
| Surplus reserves | 84,394,441.23 | 84,394,441.23 |
| General risk reserve | | |
| Retained earnings | 1,464,370,098.24 | 1,228,970,498.86 |
| Equity contributable to parent company | 2,042,777,869.59 | 1,777,948,117.49 |
| Minority interests | 69,030,645.96 | 52,534,755.10 |
| Total equity | 2,111,808,515.55 | 1,830,482,872.59 |
| Total liabilities and equity | 10,495,996,015.27 | 7,986,178,961.63 |

Legal Representative: Chen Lue Person in charge of accounting: Tang Xianyong Accounting Dept Leader: Tang Xianyong

2.Parent Company Balance Sheet

| Items | Year-end balance | Year-beginning balance |
|---|------------------|------------------------|
| Current asset: | | |
| Cash and bank balances | 254,380,567.75 | 168,691,344.34 |
| Financial assets at fair value through profit or loss | | |
| Derivative financial assets | | |
| Notes receivable | | |
| Account receivable | | 6,346.00 |
| Advance payments | 2,264,166.67 | 1,000,000.00 |
| Interest receivable | | |
| Dividend receivable | | |
| Other receivable | 3,485,998,928.81 | 1,672,200,041.98 |
| Inventories | | |
| Held-for-sale assets | | |
| Current portion of non-current assets | | |
| Other current asset | 2,002,457.11 | 1,404,744.25 |
| Total of current assets | 3,744,646,120.34 | 1,843,302,476.57 |
| Non-current assets: | | |
| Available-for-sale financial assets | | |
| Held-to-maturity investments | | |
| Long-term receivable | | |



| Long term share equity investment | 3,181,451,536.66 | 3,176,451,536.66 |
|---|------------------|------------------|
| Property investment | | |
| Fixed assets | 62,020.61 | 4,121.50 |
| Construction in progress | | |
| Engineering material | | |
| Fixed assets pending for disposal | | |
| Productive biological assets | | |
| Gas & petrol | | |
| Intangible assets | | |
| Research and Development Expenditures | | |
| Goodwill | | |
| Long-term prepaid expenses | 210,356.03 | 336,569.60 |
| Deferred income tax | | |
| Other non-current asset | 447,495,100.00 | 48,960,000.00 |
| Total of non-current assets | 3,629,219,013.30 | 3,225,752,227.76 |
| Total of assets | 7,373,865,133.64 | 5,069,054,704.33 |
| Current liabilities | | |
| Short-term bank loan facilities | 2,278,070,000.00 | 980,000,000.00 |
| Financial liabilities at fair value through | | |
| profit and loss | | |
| Derivative financial liabilities | | |
| Notes payable | 230,000,000.00 | 68,000,000.00 |
| Account payable | | |
| Advances from customers | | |
| Payroll payable | 1,080,682.90 | 701,792.11 |
| Tax payable | 96,950,915.73 | 97,085,106.00 |
| Interest payable | 6,589,467.36 | 5,150,639.24 |
| Dividend payable | | |
| Other payable | 176,081,637.95 | 13,252,762.06 |
| Held-for-sale liabilities | | |
| Current portion of non-current liabilities | 700,000,000.00 | |
| Other current liability | | |
| Total of current liability | 3,488,772,703.94 | 1,164,190,299.41 |
| Non-current liabilities: | | |

| Long-term bank loan facilities | 756,500,000.00 | 700,000,000.00 |
|-------------------------------------|------------------|------------------|
| Bond payable | 100,000,000.00 | |
| Including: preferred stock | | |
| Perpetual capital securities | | |
| Long-term payable | | |
| Long-term employee benefits payable | | |
| Grants payable | | |
| Provisions | | |
| Deferred income | | |
| Deferred income tax | | |
| Other non-current liabilities | | |
| Total of Non-current liabilities | 856,500,000.00 | 700,000,000.00 |
| Total of liability | 4,345,272,703.94 | 1,864,190,299.41 |
| Equity | | |
| Share capital | 1,698,245,011.00 | 1,698,245,011.00 |
| Other equity instrument | | |
| Including: preferred stock | | |
| Perpetual capital securities | | |
| Reserves | 1,237,956,472.37 | 1,237,956,472.37 |
| Less: treasury shares | | |
| Other comprehensive income | | |
| Specialized reserve | | |
| Surplus reserves | 26,309,287.00 | 26,309,287.00 |
| Retained earnings | 66,081,659.33 | 242,353,634.55 |
| Total equity | 3,028,592,429.70 | 3,204,864,404.92 |
| Total liabilities and equity | 7,373,865,133.64 | 5,069,054,704.33 |

3. Consolidated Income statement of the Report period

| Items | Amount in this period | Amount in last period |
|-----------------------------|-----------------------|-----------------------|
| I. Revenue | 1,660,125,169.52 | 1,280,022,467.68 |
| Including: business revenue | 1,660,125,169.52 | 1,280,022,467.68 |
| Interest income | | |



| Premiums earned | | |
|---|------------------|------------------|
| Fees and commissions income | | |
| II. Total operating cost | 1,490,656,582.15 | 1,155,267,384.61 |
| Including: Cost of sales | 1,337,658,549.60 | 992,050,637.18 |
| Interest expense | | |
| Fees and commissions expense | | |
| Cash surrender amount | | |
| Net expenses of claim settlement | | |
| Net provisions for insurance contract reserves | | |
| Policy dividend expenses | | |
| Reinsurance expenses | | |
| Business taxes and surcharges | 444,136.65 | 2,669.37 |
| Selling expenses | 5,186,848.41 | 9,107,275.25 |
| Administrative expense | 81,317,075.77 | 83,946,453.38 |
| Financial expenses | 34,347,134.42 | 36,456,693.08 |
| Impairment loss on assets | 31,702,837.30 | 33,703,656.35 |
| Add: Gain from fair-value changes("-"for loss) | | |
| Investment income("-"for loss) | | 198,394.59 |
| Including: investment income from associates and joint ventures | | |
| Gain on foreign exchange("-"for loss) | | |
| Other income | | |
| III. Operating profit ("-" for loss) | 169,468,587.37 | 124,953,477.66 |
| Add:Non-operating income | 263,830.31 | 2,853.16 |
| Including: Gains from disposal of non-current assets | | |
| Less: Non business expenses | 415,828.12 | 136,668.00 |
| Incl: Loss from disposal of non-current assets | | |
| IV. Profit before tax("-"for loss) | 169,316,589.56 | 124,819,662.82 |
| Less: Income tax expense | 24,874,714.61 | 24,244,602.31 |
| V. Net profit ("-"for net loss) | 144,441,874.95 | 100,575,060.51 |

| Net profit attributable to the owners of parent company | 141,854,355.89 | 100,866,553.43 |
|--|----------------|----------------|
| Minority interests | 2,587,519.06 | -291,492.92 |
| VI. Other comprehensive income after tax | | |
| Net of profit of other comprehensive income attributable to owners of the parent company | | |
| (I) Other comprehensive income items that will not be reclassified into gains/losses in the subsequent accounting period | | |
| 1.Re-measurement of defined benefit pl ans of changes in net debt or net assets | | |
| 2.Other comprehensive income under the equity method investee can not be reclassified into profit or loss. | | |
| (II) Other comprehensive income that will b e reclassified into profit or loss. | | |
| 1.Other comprehensive income under the equity method investee can be reclassified into profit or loss. | | |
| 2.Gains and losses from changes in fair value available for sale financial assets | | |
| 3.Held-to-maturity investments reclassified to gains and losses of available for sale financial assets | | |
| 4.The effective portion of cash flow hed ges and losses | | |
| 5.Translation differences in currency fin ancial statements | | |
| 6.Other | | |
| Net after-tax of other comprehensive incom e attributable to Minority shareholders' equity | | |
| VII. Total comprehensive income | 144,441,874.95 | 100,575,060.51 |
| Total comprehensive income | 141,854,355.89 | 100,866,553.43 |

| attributable to the owner of the parent company | | |
|---|--------------|-------------|
| Total comprehensive income attributable minority shareholders | 2,587,519.06 | -291,492.92 |
| VIII. Earnings per share | | |
| (I) Basic earnings per share | 0.0835 | 0.0592 |
| (II)Diluted earnings per share | 0.0835 | 0.0592 |

Legal Representative: Chen Lue Person in charge of accounting: Tang Xianyong Accounting Dept Leader: Tang Xianyong

4.Income statement of the Parent Company of the Report period

| Items | Amount in this period | Amount in last period |
|---|-----------------------|-----------------------|
| I.Revenue | 61,297.29 | 57,684.88 |
| Less: Business cost | 0.00 | 0.00 |
| Business tax and surcharge | 34,225.74 | 0.00 |
| Selling expenses | 371,946.50 | 0.00 |
| Administrative expense | 10,651,768.00 | 14,974,573.46 |
| Financial expenses | 15,358,373.68 | 26,748,737.27 |
| Impairment loss on assets | | |
| Add: Gain from fair-value changes("-"for loss) | | |
| Investment income("-"for loss) | | 198,394.59 |
| Including: investment income from associates and joint ventures | | |
| Other income | | |
| II. Operational profit ("-"for loss) | -26,355,016.63 | -41,467,231.26 |
| Add:Non-operating income | | 1.00 |
| Including: Gains from disposal of non-current assets | | |
| Less:Non-operating expenses | | |
| Incl: Loss from disposal of non-current assets | | |
| III. Profit before tax("-"for loss) | -26,355,016.63 | -41,467,230.26 |
| Less: Income tax expense | | |
| IV. Net profit ("-"for net loss) | -26,355,016.63 | -41,467,230.26 |



| V.Net of profit of other comprehensive i | | |
|--|---------------------------------------|----------------|
| ncome | | |
| (I) Other comprehensive income | | |
| items that will not be reclassified into | | |
| gains/losses in the subsequent | | |
| accounting period | | |
| 1.Re-measurement of defined benefit pl | | |
| ans of changes in net debt or net assets | | |
| 2.Other comprehensive income under th | | |
| e equity method investee can not be recl | | |
| assified into profit or loss. | | |
| (II) | | |
| Other comprehensive income that will b | | |
| e reclassified into profit or loss. | | |
| 1.Other comprehensive income under th | | |
| e equity method investee can be reclassi | | |
| fied into profit or loss. | | |
| 2.Gains and losses from changes in fair | | |
| value available for sale financial assets | | |
| 3.Held-to-maturity investments reclassif | | |
| ied to gains and losses of available for s | | |
| ale financial assets | | |
| 4. The effective portion of cash flow hed | | |
| ges and losses | | |
| | | |
| 5.Translation differences in currency fin | | |
| ancial statements | | |
| 6.Other | | |
| VI. Total comprehensive income | -26,355,016.63 | -41,467,230.26 |
| VII. Earnings per share: | | |
| (I) Basic earnings per share | | |
| (II)Diluted earnings per share | | |
| | · · · · · · · · · · · · · · · · · · · | |

5. Consolidated income statement between the beginning of the year and end of the report period

| Items | Amount in this period | Amount in last period |
|-----------------------------|-----------------------|-----------------------|
| I.Revenue | 4,685,207,526.32 | 3,233,597,223.19 |
| Including: Operating income | 4,685,207,526.32 | 3,233,597,223.19 |



| Interest income | | |
|---|------------------|------------------|
| Insurance gained | | |
| Commission charge and commission income | | |
| II. Total operating cost | 4,184,391,872.60 | 2,895,825,957.45 |
| Including: Operating cost | 3,657,257,165.36 | 2,452,777,768.51 |
| Interest expense | | |
| Commission chare and commission expense | | |
| Insurance discharge payment | | |
| Net claim amount paid | | |
| Insurance policy dividend paid | | |
| Insurance policy dividend paid | | |
| Reinsurance expenses | | |
| Business tax and surcharge | 2,386,723.94 | 9,029,321.48 |
| Selling expenses | 23,281,434.80 | 18,366,539.49 |
| Administrative expense | 206,493,833.92 | 196,940,207.67 |
| Financial expenses | 174,158,944.01 | 106,481,367.68 |
| Asset impairment loss | 120,813,770.57 | 112,230,752.62 |
| Add: Gains from change of fir value ("-"for loss) | | |
| Investment gain ("-"for loss) | | 245,263.08 |
| Incl: investment gains from affiliates | | |
| Gains from currency exchange ("-"for loss) | | |
| Other income | | |
| III. Operational profit ("-"for loss) | 500,815,653.72 | 338,016,528.82 |
| Add: Non-business income | 4,708,455.09 | 29,136,122.16 |
| Incl: Gains from disposal of non-current assets | | |
| Less: Non business expenses | 508,950.45 | 2,892,580.00 |
| Incl: Loss from disposal of non-current assets | | |
| IV.Total profit("-"for loss) | 505,015,158.36 | 364,260,070.98 |

| Less: Income tax expenses | 81,101,852.86 | 62,107,362.14 |
|--|----------------|----------------|
| V. Net profit ("-"for net loss) | 423,913,305.50 | 302,152,708.84 |
| Net profit attributable to the owners of parent company | 410,460,805.92 | 303,165,970.06 |
| Minority shareholders' equity | 13,452,499.58 | -1,013,261.22 |
| VI. Net after-tax of Other comprehensive income | | |
| Net after-tax of other comprehensive income attribut able to owners of the parent company. | | |
| (I) Other comprehensive income items that will not be reclassified into gains/losses in the subsequent accounting period | | |
| 1.Re-measurement of defined benefit pl ans of changes in net debt or net assets | | |
| 2.Other comprehensive income under the equity method investee can not be reclassified into profit or loss. | | |
| (II) Other comprehensive income that will b e reclassified into profit or loss. | | |
| 1.Other comprehensive income under the equity method investee can be reclassified into profit or loss. | | |
| 2.Gains and losses from changes in fair value available for sale financial assets | | |
| 3.Held-to-maturity investments reclassified to gains and losses of available for sale financial assets | | |
| 4.The effective portion of cash flow hed ges and losses | | |
| 5.Translation differences in currency fin ancial statements | | |
| 6.Other | | |
| Net after-tax of other comprehensive incom e attributable to Minority shareholders' | | |

| equity | | |
|--|----------------|----------------|
| VII. Total comprehensive income | 423,913,305.50 | 302,152,708.84 |
| Total comprehensive income attributable to the owner of the parent company | 410,460,805.92 | 303,165,970.06 |
| Total comprehensive income attributable minority shareholders | 13,452,499.58 | -1,013,261.22 |
| VIII. Earnings per share | | |
| (I) Basic earnings per share | 0.2417 | 0.1785 |
| (II)Diluted earnings per share | 0.2417 | 0.1785 |

6.Income Statement of the Parent Between the Beginning of the Year and End of the Report Period

| Items | Amount in this period | Amount in last period |
|---|-----------------------|-----------------------|
| I.Revenue | 172,315.30 | 173,625.22 |
| Less: Business cost | 1,482.50 | 0.00 |
| Business tax and surcharge | 278,916.40 | |
| Selling expenses | 371,946.50 | |
| Administrative expense | 21,228,860.07 | 28,760,269.39 |
| Financial expenses | 52,725,808.24 | 46,699,345.93 |
| Asset impairment loss | -57,423.85 | -1,530.70 |
| Add: Gains from change of fir value ("-"for loss) | | |
| Investment gain ("-"for loss) | | 198,394.59 |
| Incl: investment gains from affiliates | | |
| Other income | | |
| II. Operational profit | -74,377,274.56 | -75,086,064.81 |
| Add: Non-business income | | 29,071,296.00 |
| Incl: Gains from disposal of non-current assets | | |
| Less: Non business expenses | | 2,755,912.00 |
| Incl: Loss from disposal of non-current assets | | |
| III.Total profit | -74,377,274.56 | -48,770,680.81 |
| Less: Income tax expenses | | |
| IV. Net profit | -74,377,274.56 | -48,770,680.81 |



| | Т | |
|--|----------------|----------------|
| V. Net after-tax of Other comprehensive | | |
| income | | |
| (I) Other comprehensive income items | | |
| that will not be reclassified into | | |
| gains/losses in the subsequent | | |
| accounting period | | |
| 1.Re-measurement of defined benefit pl | | |
| ans of changes in net debt or net assets | | |
| 2.Other comprehensive income under th | | |
| e equity method investee can not be recl | | |
| assified into profit or loss. | | |
| (II) | | |
| Other comprehensive income that will b | | |
| e reclassified into profit or loss. | | |
| 1.Other comprehensive income under th | | |
| e equity method investee can be reclassi | | |
| fied into profit or loss. | | |
| 2.Gains and losses from changes in fair | | |
| value available for sale financial assets | | |
| 3.Held-to-maturity investments reclassif | | |
| ied to gains and losses of available for s | | |
| ale financial assets | | |
| 4. The effective portion of cash flow hed | | |
| ges and losses | | |
| 5.Translation differences in currency fin | | |
| ancial statements | | |
| 6.Other | | |
| VI.Total comprehensive income | -74,377,274.56 | -48,770,680.81 |
| VII.Earnings per share | | |
| (I) Basic earnings per share | | |
| (II)Diluted earnings per share | | |

7. Consolidated Cash Flow Statement Between the Beginning of the Year and End of the Report Period

| Items | Amount in this period | Amount in last period |
|--|-----------------------|-----------------------|
| I.Cash flows from operating activities | | |
| Cash received from sales of goods or rending of services | 3,177,253,209.09 | 1,566,047,153.44 |



| 12,758,357.03 | |
|------------------|--|
| 3,245,486,770.66 | 1,459,745,529.77 |
| 6,435,498,336.78 | 3,025,792,683.21 |
| 2,823,791,162.98 | 2,052,349,873.63 |
| | |
| | |
| | |
| | |
| | |
| 284,756,611.90 | 201,703,377.78 |
| 175,356,391.05 | 90,940,394.34 |
| 3,937,038,493.01 | 2,367,137,862.93 |
| 7,220,942,658.94 | 4,712,131,508.68 |
| | 3,245,486,770.66 6,435,498,336.78 2,823,791,162.98 284,756,611.90 175,356,391.05 3,937,038,493.01 |

| Cash flow generated by business operation, net | -785,444,322.16 | -1,686,338,825.47 |
|---|------------------|-------------------|
| II.Cash flow generated by investing | | |
| Cash received from investment retrieving | | 12,800,000.00 |
| Cash received as investment gains | | 9,348,224.12 |
| Net cash retrieved from disposal of fixed assets, intangible assets, and other long-term assets | | |
| Net cash received from disposal of subsidiaries or other operational units | | |
| Other investment-related cash received | | |
| Sub-total of cash inflow due to investment activities | | 22,148,224.12 |
| Cash paid for construction of fixed assets, intangible assets and other long-term assets | 45,779,721.11 | 26,012,757.28 |
| Cash paid as investment | 517,381,774.84 | 57,000,000.00 |
| Net increase of loan against pledge | | |
| Net cash received from subsidiaries and other operational units | 43,559,100.00 | 119,000,000.00 |
| Other cash paid for investment activities | | 75,690,494.84 |
| Sub-total of cash outflow due to investment activities | 606,720,595.95 | 277,703,252.12 |
| Net cash flow generated by investment | -606,720,595.95 | -255,555,028.00 |
| III.Cash flow generated by financing | | |
| Cash received as investment | | 47,040,000.00 |
| Incl: Cash received as investment from minor shareholders | | |
| Cash received as loans | 4,026,537,500.00 | 2,801,778,902.00 |
| Cash received from bond placing | | |
| Other financing –related ash received | | 97,929,280.00 |
| Sub-total of cash inflow from financing activities | 4,026,537,500.00 | 2,946,748,182.00 |
| Cash to repay debts | 1,758,114,122.78 | 524,886,086.94 |
| Cash paid as dividend, profit, or | 242,393,681.30 | 71,424,769.43 |
| | | |

| interests | | |
|---|------------------|------------------|
| Incl: Dividend and profit paid by subsidiaries to minor shareholders | | |
| Other cash paid for financing activities | 409,470,833.33 | 524,616,889.26 |
| Sub-total of cash outflow due to financing activities | 2,409,978,637.41 | 1,120,927,745.63 |
| Net cash flow generated by financing | 1,616,558,862.59 | 1,825,820,436.37 |
| IV. Influence of exchange rate alternation on cash and cash equivalents | -8,154,660.05 | 1,569,103.98 |
| V.Net increase of cash and cash equivalents | 216,239,284.43 | -114,504,313.12 |
| Add: balance of cash and cash equivalents at the beginning of term | 943,705,322.41 | 721,711,757.85 |
| VIBalance of cash and cash equivalents at the end of term | 1,159,944,606.84 | 607,207,444.73 |

8. Cash Flow Statement of the Parent Between the Beginning of the Year and End of the Report Period

| Items | Amount in this period | Amount in last period |
|--|-----------------------|-----------------------|
| I.Cash flows from operating activities | | |
| Cash received from sales of goods or rending of services | 128,210.00 | 203,303.00 |
| Tax returned | | |
| Other cash received from business operation | 2,603,508,330.39 | 642,263,080.59 |
| Sub-total of cash inflow | 2,603,636,540.39 | 642,466,383.59 |
| Cash paid for purchasing of merchandise and services | | |
| Cash paid to staffs or paid for staffs | 380,672.60 | 265,325.38 |
| Taxes paid | 366,621.64 | 1,492,300.15 |
| Other cash paid for business activities | 4,060,602,342.91 | 2,197,137,918.45 |
| Sub-total of cash outflow from business activities | 4,061,349,637.15 | 2,198,895,543.98 |
| Cash flow generated by business operation, net | -1,457,713,096.76 | -1,556,429,160.39 |
| II.Cash flow generated by investing | | |
| Cash received from investment | | |



| retrieving | | |
|---|------------------|------------------|
| Cash received as investment gains | | 198,394.59 |
| Net cash retrieved from disposal of fixed assets, intangible assets, and other long-term assets | | |
| Net cash received from disposal of subsidiaries or other operational units | | |
| Other investment-related cash received | | |
| Sub-total of cash inflow due to investment activities | | 198,394.59 |
| Cash paid for construction of fixed assets, intangible assets and other long-term assets | 65,440.00 | |
| Cash paid as investment | 398,535,100.00 | 57,000,000.00 |
| Net cash received from subsidiaries and other operational units | 5,000,000.00 | 145,960,000.00 |
| Other cash paid for investment activities | | 39,897.60 |
| Sub-total of cash outflow due to investment activities | 403,600,540.00 | 202,999,897.60 |
| Net cash flow generated by investment | -403,600,540.00 | -202,801,503.01 |
| III.Cash flow generated by financing | | |
| Cash received as investment | | |
| Cash received as loans | 3,131,370,000.00 | 1,810,000,000.00 |
| Cash received from bond placing | | |
| Other financing –related ash received | | |
| Sub-total of cash inflow from financing activities | 3,131,370,000.00 | 1,810,000,000.00 |
| Cash to repay debts | 980,000,000.00 | 80,000,000.00 |
| Cash paid as dividend, profit, or interests | 204,306,306.50 | 40,889,904.92 |
| Other cash paid for financing activities | 60,833.33 | |
| Sub-total of cash outflow due to financing activities | 1,184,367,139.83 | 120,889,904.92 |
| Net cash flow generated by financing | 1,947,002,860.17 | 1,689,110,095.08 |
| IV. Influence of exchange rate alternation on cash and cash equivalents | | |



| V.Net increase of cash and cash equivalents | 85,689,223.41 | -70,120,568.32 |
|--|----------------|----------------|
| Add: balance of cash and cash equivalents at the beginning of term | 168,691,344.34 | 239,145,251.31 |
| VIBalance of cash and cash equivalents at the end of term | 254,380,567.75 | 169,024,682.99 |

II. Auditor's report

Whether the Q3 report is audited

 $_{\square} \; Yes \; \sqrt[]{No}$

The Q3 Report is not audited.

