

Stock code: 000012; 200012

Short form of stock: CSG A; CSG B

Notice No.: 2007-009

CSG HOLDING CO., LTD.

## 2006 ANNUAL REPORT SUMMARY



CEO: ZENG NAN

March 2007

## §1 Important Notice

1.1 The board of directors, the supervisory committee, all directors and supervisors and the senior management of CSG Holding Co., Ltd. (hereinafter referred to as the Company) hereby confirms that there are no fictitious statements, serious misleading or important omissions information carried in this report, and shall take all responsibilities, jointly and severally, for the truthfulness, accuracy and completeness of the whole contents. The 2006 annual report summary is abstracted from the full text of annual report. And the investors are suggested to read the full text of the Annual Report to understand more details.

1.2 No director, supervisors and senior executives stated that they couldn't ensure the correctness, accuracy and completeness of the contents of the Annual Report or have objection for this report.

1.3 The list of directors who absented the Board meeting.

| Name of absence director | Reason of absence | Name of assignee |
|--------------------------|-------------------|------------------|
| Zhou Daozhi              | Not in Shenzhen   | Long Long        |

1.4 Pricewaterhouse Coopers CPAs issued standard and unconditional Auditor's Report for the Company.

1.5 Chairman of the Board of the Company Mr. Li Jingqi, CEO Mr. Zeng Nan and CFO Mr. Luo Youming hereby confirm that the Financial Report of the Annual Report is true and complete.

## §2 Company Profile

### 2.1 Basic information

|                                       |                                                                              |
|---------------------------------------|------------------------------------------------------------------------------|
| Short form of stock                   | Southern Glass A, Southern Glass B                                           |
| Stock code                            | 000012, 200012                                                               |
| Listed stock exchange                 | Shenzhen Stock Exchange                                                      |
| Registered address and office address | CSG Building, No.1, 6 <sup>th</sup> Industrial Road, Shekou, Shenzhen, China |
| Post code                             | 518067                                                                       |
| Internet web site                     | <a href="http://www.csgholding.com">http://www.csgholding.com</a>            |
| E-mail                                | <a href="mailto:csg@csgholding.com">csg@csgholding.com</a>                   |

### 2.2 Contact person and method

|           | Secretary of the Board of Directors                                          | Securities Affairs Representative                                            |
|-----------|------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| Name      | Wu Guobin                                                                    | Li Tao                                                                       |
| Address   | CSG Building, No.1, 6 <sup>th</sup> Industrial Road, Shekou, Shenzhen, China | CSG Building, No.1, 6 <sup>th</sup> Industrial Road, Shekou, Shenzhen, China |
| Telephone | (86) 755-26860666                                                            | (86) 755-26860666                                                            |
| Fax       | (86) 755-26692755                                                            | (86) 755-26692755                                                            |
| E-mail    | <a href="mailto:securities@csgholding.com">securities@csgholding.com</a>     | <a href="mailto:securities@csgholding.com">securities@csgholding.com</a>     |

### §3 Summary of Accounting Data and Financial Indexes

#### 3.1 Major accounting data

Unit: RMB'000

|                                    | 2006               | 2005               | Increase/Decrease<br>over last year (%)                   | 2004               |
|------------------------------------|--------------------|--------------------|-----------------------------------------------------------|--------------------|
| Revenue                            | 2,957,589          | 2,293,980          | 28.93%                                                    | 1,849,421          |
| Gross profit                       | 951,307            | 731,651            | 30.02%                                                    | 629,005            |
| Profit for the year                | 407,686            | 380,936            | 7.02%                                                     | 367,663            |
| Net cash from operating activities | 690,627            | 896,741            | -22.98%                                                   | 530,905            |
|                                    | At the end of 2006 | At the end of 2005 | Increase/Decrease<br>from the end of<br>previous year (%) | At the end of 2004 |
| Total assets                       | 6,776,323          | 5,524,264          | 22.66%                                                    | 4,729,642          |
| Shareholders' equity               | 2,632,511          | 2,487,091          | 5.85%                                                     | 2,328,068          |

#### 3.2 Major financial indexes

Unit: RMB

|                                                    | 2006               | 2005               | Increase/Decrease<br>over last year (%)                   | 2004               |
|----------------------------------------------------|--------------------|--------------------|-----------------------------------------------------------|--------------------|
| Earnings per share                                 | 0.32               | 0.31               | 3.23%                                                     | 0.50               |
| Return on equity (%)                               | 12.38%             | 12.81%             | Decrease 0.43%                                            | 14.51%             |
| Net cash flows from operating activities per share | 0.68               | 0.88               | -22.73%                                                   | 0.78               |
|                                                    | At the end of 2006 | At the end of 2005 | Increase/Decrease<br>from the end of<br>previous year (%) | At the end of 2004 |
| Equity per share                                   | 2.59               | 2.45               | 5.71%                                                     | 3.44               |

#### 3.3 Difference on net profit as audited by Chinese Accounting Standard (CAS) and International Accounting Standard (IAS)

☒ Applicable    ☐ Inapplicable

Unit: RMB'000

|                           | CAS                                                                         | IAS     |
|---------------------------|-----------------------------------------------------------------------------|---------|
| Net profit                | 332,112                                                                     | 407,686 |
| Explanation on difference | Recognition of deferred income tax                                          | (1,746) |
|                           | Derecognition of deferred pre-operating expenses and other assets           | 4,056   |
|                           | Reversal of amortisation of goodwill and derecognition of negative goodwill | (9,390) |
|                           | Recognition of subsidy income                                               | 250     |
|                           | Recognition of waiver of payment by debtors as other gains                  | 620     |
|                           | Minority interest                                                           | 81,784  |

## §4 Changes in Share Capital and Particulars about Shareholders

### 4.1 Statement of change in share capital

Unit: Share

|                                             | Before the change |            | Increase / Decrease in the period |             | After the change |            |
|---------------------------------------------|-------------------|------------|-----------------------------------|-------------|------------------|------------|
|                                             | Amount            | Proportion | other                             | Sub-total   | Amount           | Proportion |
| <b>I Restricted shares</b>                  | 406,236,830       | 40.01%     | -57,027,862                       | -57,027,862 | 349,208,968      | 34.39%     |
| <b>i State-owned shares</b>                 | 0                 | 0          | 0                                 | 0           | 0                | 0          |
| <b>ii State-owned legal person's shares</b> | 130,763,046       | 12.88%     | -17,926,022                       | -17,926,022 | 112,837,024      | 11.11%     |
| <b>iii Other domestic shares</b>            | 20,501,727        | 2.02%      | -3,149,544                        | -3,149,544  | 17,352,183       | 1.71%      |
| Including:                                  |                   |            |                                   |             |                  |            |
| Domestic legal person's shares              | 20,400,207        | 2.01%      | -3,187,583                        | -3,187,583  | 17,212,624       | 1.70%      |
| Domestic natural person's shares            | 101,520           | 0.01%      | 38,039                            | 38,039      | 139,559          | 0.01%      |
| <b>iv Foreign shares</b>                    | 254,972,057       | 25.11%     | -35,952,296                       | -35,952,296 | 219,019,761      | 21.57%     |
| Including:                                  |                   |            |                                   |             |                  |            |
| Foreign legal person's shares               | 254,972,057       | 25.11%     | -35,952,296                       | -35,952,296 | 219,019,761      | 21.57%     |
| Foreign natural person's shares             | 0                 | 0          | 0                                 | 0           | 0                | 0          |
| <b>II Unrestricted shares</b>               | 609,226,294       | 59.99%     | 57,027,862                        | 57,027,862  | 666,254,156      | 65.61%     |
| <b>i RMB ordinary shares</b>                | 160,647,475       | 15.82%     | 57,027,862                        | 57,027,862  | 217,675,337      | 21.44%     |
| <b>ii Domestic listed foreign shares</b>    | 448,578,819       | 44.17%     | 0                                 | 0           | 448,578,819      | 44.17%     |
| <b>iii Overseas listed foreign shares</b>   | 0                 | 0          | 0                                 | 0           | 0                | 0          |
| <b>iv Others</b>                            | 0                 | 0          | 0                                 | 0           | 0                | 0          |
| <b>III Total shares</b>                     | 1,015,463,124     | 100%       | 0                                 | 0           | 1,015,463,124    | 100%       |

The date for the restricted shares to be listed

Unit: Share

| Date        | Additional listed shares after the expiration of the restricted period | Balance of the restricted shares | Balance of the unrestricted shares |
|-------------|------------------------------------------------------------------------|----------------------------------|------------------------------------|
| 24 May 2007 | 170,046,294                                                            | 179,162,674                      | 387,721,631                        |
| 24 May 2008 | 152,319,468                                                            | 26,843,206                       | 540,041,099                        |
| 24 May 2009 | 26,705,647                                                             | 137,559                          | 566,746,746                        |

Note: The aforesaid shares did not include B-share.

## Shares held by the top ten restricted shareholders and restricted conditions

Unit: Share

| No | Name of the restricted shareholders               | the restricted shares held | Date to be listed | Additional listed shares | Restricted condition |
|----|---------------------------------------------------|----------------------------|-------------------|--------------------------|----------------------|
| 1  | Yiwan Industrial Development (Shenzhen) Co., Ltd. | 113,256,408                | 24 May 2007       | 50,773,156               | Legal                |
|    |                                                   |                            | 24 May 2008       | 50,773,156               |                      |
|    |                                                   |                            | 24 May 2009       | 11,710,096               |                      |
| 2  | China North Industries Corporation                | 112,324,822                | 24 May 2007       | 50,773,156               | Legal                |
|    |                                                   |                            | 24 May 2008       | 50,773,156               |                      |
|    |                                                   |                            | 24 May 2009       | 10,778,510               |                      |
| 3  | Xin Tong Chan Development (Shenzhen) Co., Ltd.    | 105,763,353                | 24 May 2007       | 50,773,156               | Legal                |
|    |                                                   |                            | 24 May 2008       | 50,773,156               |                      |
|    |                                                   |                            | 24 May 2009       | 4,217,041                |                      |
| 4  | Shenzhen Yuquan Investment Co., Ltd.              | 4,604,735                  | 24 May 2007       | 4,604,735                | Legal                |
| 5  | Shenzhen Yuanxiang Business Counsellor Co., Ltd.  | 2,468,484                  | 24 May 2007       | 2,468,484                | Legal                |
| 6  | China Everbright Securities Co., Ltd.             | 1,900,856                  | 24 May 2007       | 1,900,856                | Legal                |
| 7  | China Merchants Securities Co., Ltd.              | 1,889,858                  | 24 May 2007       | 1,889,858                | Legal                |
| 8  | Shenzhen Merchants Real-estate Co., Ltd.          | 950,428                    | 24 May 2007       | 950,428                  | Legal                |
| 9  | Shenzhen Qiaoshe Industrial Co., Ltd.             | 756,223                    | 24 May 2007       | 756,223                  | Legal                |
| 10 | Bohai Oil Marketing Company (Tianjin)             | 655,249                    | 24 May 2007       | 655,249                  | Legal                |

## 4.2 Statement of shares held by the top ten shareholders and the top ten shareholders of circulating share

Unit: Share

|                                                                           |                         |                                               |                             |                                       |                                   |
|---------------------------------------------------------------------------|-------------------------|-----------------------------------------------|-----------------------------|---------------------------------------|-----------------------------------|
| Total number of shareholders at the end of the year                       |                         | 45,485 (18,496 of A-share, 26,989 of B-share) |                             |                                       |                                   |
| Particulars about shares held by the top ten shareholders:                |                         |                                               |                             |                                       |                                   |
| Name of shareholders                                                      | Nature of share-holders | Proportion                                    | Total amount of shares held | Amount of non-circulating shares held | Number of share pledged or frozen |
| Yiwan Industrial Development (Shenzhen) Co., Ltd.                         | Foreign-funded          | 11.15%                                        | 113,256,408                 | 113,256,408                           | 0                                 |
| China North Industries Corporation                                        | State-funded            | 11.06%                                        | 112,324,822                 | 112,324,822                           | 0                                 |
| Xin Tong Chan Development (Shenzhen) Co., Ltd.                            | Foreign-funded          | 10.42%                                        | 105,763,353                 | 105,763,353                           | 0                                 |
| Shenzhen Yuquan Investment Co., Ltd.                                      | --                      | 1.93%                                         | 19,635,178                  | 4,604,735                             | 0                                 |
| Value Partners Classic Fund                                               | Foreign-funded          | 1.29%                                         | 13,067,713                  |                                       |                                   |
| Nikko Asset Management Co, Ltd., Nikko AM Chinese RMB A-share Parent Fund | --                      | 1.11%                                         | 11,300,748                  |                                       |                                   |
| HTHK-Value Partners Intelligent FD-China B SHS FD                         | Foreign-funded          | 0.90%                                         | 9,140,946                   |                                       |                                   |
| UBS Warburg Custody Pte Ltd.                                              | Foreign-funded          | 0.90%                                         | 9,113,652                   |                                       |                                   |
| Xuan Wei Co., Ltd.                                                        | Foreign-funded          | 0.84%                                         | 8,500,060                   |                                       |                                   |
| China-Southern Excellent Growth Stock Securities Investment Fund          | --                      | 0.78%                                         | 7,882,024                   |                                       |                                   |

| Particulars about the shares held by the top ten shareholders of circulating share:      |                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                |
|------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| Name of shareholders                                                                     | Holding shares at the year-end (share)                                                                                                                                                                                                                                                                                                                                                                                                                       | Type of shares |
| Shenzhen Yuquan Investment Co., Ltd.                                                     | 15,030,443                                                                                                                                                                                                                                                                                                                                                                                                                                                   | A share        |
| Value Partners Classic Fund                                                              | 13,067,713                                                                                                                                                                                                                                                                                                                                                                                                                                                   | B share        |
| Nikko Asset Management Co, Ltd., Nikko AM Chinese RMB A-share Parent Fund                | 11,300,748                                                                                                                                                                                                                                                                                                                                                                                                                                                   | A share        |
| HTHK-Value Partners Intelligent FD-China B SHS FD                                        | 9,140,946                                                                                                                                                                                                                                                                                                                                                                                                                                                    | B share        |
| UBS Warburg Custody Pte Ltd.                                                             | 9,113,652                                                                                                                                                                                                                                                                                                                                                                                                                                                    | B share        |
| Xuan Wei Co., Ltd.                                                                       | 8,500,060                                                                                                                                                                                                                                                                                                                                                                                                                                                    | B share        |
| China-Southern Excellent Growth Stock Securities Investment Fund                         | 7,882,024                                                                                                                                                                                                                                                                                                                                                                                                                                                    | A share        |
| KGI Asia Limited                                                                         | 7,428,620                                                                                                                                                                                                                                                                                                                                                                                                                                                    | B share        |
| UBS SDIC Core Enterprise Stock Securities Investment Fund                                | 6,974,059                                                                                                                                                                                                                                                                                                                                                                                                                                                    | A share        |
| Southern High Growth Stock Opening Securities Investment Fund                            | 6,568,660                                                                                                                                                                                                                                                                                                                                                                                                                                                    | A share        |
| Statement on associated relationship among the top ten shareholders or consistent action | Among shareholders as listed above, Yiwan Industrial Development (Shenzhen) Co., Ltd., Xin Tong Chan Development (Shenzhen) Co., Ltd., and Xuanwei Co., Ltd. are the holding enterprises of Shenzhen International Holdings Limited.. Value Partners Classic Fund and HTHK-Value Partners Intelligent FD-China B SHS FD belong to Value Partners Limited. Apart from these, there is no associated relationship had been found among the other shareholders. |                |

#### 4.3 Particulars about holding shareholders and actual controller of the Company

##### 4.3.1 Particulars about change in holding shareholders and actual controller of the Company

☐ Applicable     ☒ Inapplicable

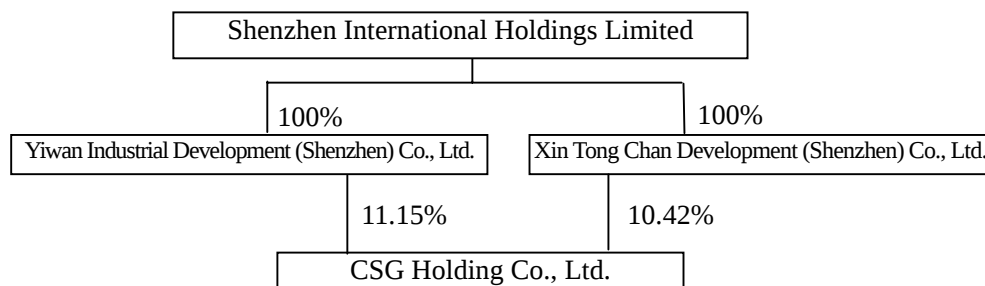
##### 4.3.2 Introduction of especial situation for holding shareholder and actual controller

The actual controller of the Company is Shenzhen International Holdings Limited established in Bermuda in November 1989, which listed in main board of Hong Kong Exchanges and Clearing Co., Ltd..

Chairman of the Board: Guo Yuan

The Group, comprising the company and its subsidiaries and associates, is principally engaged in the provision of total logistics and transportation ancillary services as well as investment, operation and management of related assets and projects.

##### 4.3.3 Property right and controlling relationship between the actual controller of the Company and the Company is as follows:



## §5 Director, Supervisor and Senior Executive

### 5.1 Particulars about changes in shares held by directors, supervisors and senior executives

| Name          | Title                                                           | Sex  | Age | Term office    | Shares held at the year-begin | Share held at the year-end | Reason of change    | Total remuneration drew (RMB'0000) | Draw the remuneration from other shareholder units or associates |
|---------------|-----------------------------------------------------------------|------|-----|----------------|-------------------------------|----------------------------|---------------------|------------------------------------|------------------------------------------------------------------|
| Li Jingqi     | Chairman of the Board                                           | Male | 50  | 2005/4~2008/4  | -                             | -                          | -                   | 0                                  | No                                                               |
| Zeng Nan      | Vice Chairman / CEO                                             | Male | 62  | 2005/4~2008/4  | 101,520                       | 137,559                    | Share Merger Reform | 92.27                              | No                                                               |
| Long Long     | Independent Director                                            | Male | 51  | 2005/4~2008/4  | -                             | -                          | -                   | 5.00                               | No                                                               |
| Yan Ganggang  | Independent Director                                            | Male | 47  | 2005/4~2008/4  | -                             | -                          | -                   | 5.00                               | No                                                               |
| Zhang Jianjun | Independent Director                                            | Male | 42  | 2005/4~2008/4  | -                             | -                          | -                   | 5.00                               | No                                                               |
| Zhou Daozhi   | Director                                                        | Male | 57  | 2005/4~2008/4  | -                             | -                          | -                   | 0                                  | No                                                               |
| Guo Yongchun  | Director                                                        | Male | 39  | 2005/4~2008/4  | -                             | -                          | -                   | 0                                  | Yes                                                              |
| Liu Jun       | Director                                                        | Male | 43  | 2005/4~2008/4  | -                             | -                          | -                   | 0                                  | No                                                               |
| Wu Guobin     | Director / Vice president / Secretary of the Board of Directors | Male | 42  | 2005/4~2008/4  | -                             | -                          | -                   | 63.99                              | No                                                               |
| Liu Sanhua    | Chairman of the Supervisory Committee                           | Male | 36  | 2006/7~2008/4  | -                             | -                          | -                   | 0                                  | No                                                               |
| Yang Hai      | Supervisor                                                      | Male | 45  | 2005/4~2008/4  | -                             | -                          | -                   | 0                                  | No                                                               |
| Zhao Xijun    | Supervisor                                                      | Male | 38  | 2005/4~2008/4  | -                             | -                          | -                   | 40.05                              | No                                                               |
| Luo Youming   | Chief Financial Officer                                         | Male | 44  | 2005/11~2008/4 | -                             | -                          | -                   | 67.15                              | No                                                               |
| Ke Haiqi      | Vice president                                                  | Male | 41  | 2005/4~2008/4  | -                             | -                          | -                   | 69.94                              | No                                                               |
| Zhang fan     | Vice president                                                  | Male | 41  | 2005/11~2008/4 | -                             | -                          | -                   | 72.12                              | No                                                               |
| Total         |                                                                 |      |     |                |                               |                            |                     | 420.52                             | —                                                                |

## §6 Report of the Board of Directors

### 6.1 Discussion and analysis of the operation

In 2006, due to the uncontrollable capacity growth in the float glass business in the recent years, and the continuous price rising in raw materials such as heavy oil, coal, electricity and etc, the countrywide float glass industry in China lost RMB 300 million in total by the end of December 12, 2006. However, driven by the national energy-saving policy, the engineering glass industry was brought to favorable market and growth trend. The fine glass and micro-electronics industry operated smoothly, which became the momentous pillar of the Company besides the conventional glass industry and made a significant income contribution. Facing the complex market conditions, the Company chased the market's demand intimately, adjusted the industrial structure actively, focused on improving the Company's soft operational strength, increased the investment in R&D, and consolidated and enlarged the advantages of operational diversification; comprehensively implemented the total-cost-leading strategy, impelled the overall budget, cost of quality management, and controlled the cost strictly; continued to implement the secure financial policy, prevented the operational and financial risks severely, and strengthened the control of cash flows, account receivables and inventories. Due to the effective implementation of the above actions, the Company realised smooth growth in revenue and income. At the end of the report period, the Company realised RMB 2,958 million in sales and RMB 4.08 million in net profit. Comparing with the same period last year, sales and profit increased 28.93% and 7.02% respectively. The volume of export increased 31.81%.

**Float glass industry:** under the influence of the industry downturn, the income contribution from the Company's float glass sector decreased significantly, but the gross profit ratio and profitability were still the best among all other competitors. Production line 1 and line 2 of Chengdu CSG Float Glass respectively launched their production in February and April 2006. Although the market conditions weren't optimistic, Chengdu CSG still persisted in using the diversified product structure to keep its competitive advantage and price level, and it successfully realised the transformation of 15mm glass manufacturing. As a result of appropriate operation, both of the two production lines realised profit in the month when they were just put into production, the production yield was maintained at reasonable high level, and played a positive role in reducing the pressure of the downturn from the float glass industry to the Company. The technical alteration of Shenzhen float glass production line 1 was also completed in July, 2007, and returned to the production straight away. After the alteration, the line had overall improvement in energy-consumption and producing of high quality diversified products, this further consolidates the Company's market status in top grade float glass business.

**Engineering and automotive glass industry:** Driven by the national energy-saving policy, the market demand for

energy-saving glass is rapidly growing. The Company adjusted actively to meet the market changes, it grasped the opportunities from continuous price rising of energy products and the promulgation of national energy-saving policy, and took full advantage of the brand effect of the engineering glass and its market power, and the Company enhanced the development of energy-saving glass products and reinforced the domestic and overseas market exploitation. In 2006, the domestic sales and market share of energy-saving glass increased significantly, meanwhile, a large amount of the products were sold to America, Japan, Europe, Australia, Hong Kong as well as Macao and etc, which made the engineering glass business play an important role in withstanding the industrial risks. In the report period, the sales revenue and profit from the engineering glass business both increased dramatically comparing with last year, which replaced the best result in the history. Moreover, the Company further perfected its capacity expansion and geographical layout for its energy-saving glass sector. The new projects of engineering glass in Tianjin, Dongguan, Wujiang, and Chengdu had launched the constructions, and the first phase of all projects were planned to be finished and put into production at the end of 2007. In the coming future, the engineering glass business sector of the Company will realize a significant increase in both sales and profit. The automotive glass sector also realised a breakthrough from loss to profit by such ways as optimizing the operational flows and processes, applying perfect management, and initiating the employees' enthusiasm, and so on.

**Fine glass and micro-electronics industry:** As one of the three major pillar industries of the Company, our fine glass business sector continuously kept its strong profitability. In order to keep our preponderance and top position in the domestic fine glass industry, the Company foreseeingly established the product expansion plan for the color filter. The third phase of this project had been successfully put into production at the beginning of July 2006, the production yield and unit consumption both attained the international advanced level. The fourth phase of the project was also carried through on schedule, the equipment installation had been finished in September 2006, and had been put into trial production in December 2006. Along with the continuous increase of production scale and yield, the Company's fine glass sector still maintained its strong profitability even under the continuous price fall of relevant products. At the same time, the technology embedded in the fine glass products was also successively improved. Furthermore, the Company's electronic components and ceramics sector made a remarkable achievement, which came up with the best result in the records in year 2006.

**Photovoltaic solar energy industry:** In year 2006, the development of the Company's photovoltaic solar energy industry was made a further stride. The production line of solar super white glass in Dongguan was ignited on 28 October 2006. The line has entered the trial-production period at present, the overall performance indices of the product attain or surpass the advanced levels comparing with foreign products of the same kind, and obtain recognition from the market. The favorable putting into production of the project will become another highlight of the Company for the year of 2007. In 2006, under enormous market researches and strict feasibility analysis, the Company established a development strategy for building a complete set of industrial product chain for solar photovoltaic energy business. Through elaborate plan and cooperation with the Russian Institution of Rare Earth Metallurgy, the first phase of the project, a base of production with a total capacity of 4500 tons poly-silicon began its construction in Yichang of Hubei province, and it was listed as one of the three key projects in the Eleventh Five-Year Plan of Hubei province. At present, the progress of the project is smooth, it is planned to be completed and commence production in year 2008. Moreover, the project of solar cell has launched its construction, and entered the essential period, it is planned to commence production in the year 2007. The Company has made the first successful move in building the complete industrial product chain for its solar energy business.

## 6.2 Sales classified according to products:

Unit: RMB'000

|                     | 2006      | 2005      |
|---------------------|-----------|-----------|
| Float glass         | 1,385,648 | 1,106,734 |
| Architectural glass | 959,159   | 727,439   |
| Automotive glass    | 207,060   | 183,257   |
| Display glass       | 424,929   | 395,891   |
| Other               | 176,383   | 174,297   |
| Unallocated         | (195,590) | (203,638) |
| Total               | 2,957,589 | 2,293,980 |

## 6.3 Sales classified according to location:

Unit: RMB'000

|                   | 2005      | 2004      |
|-------------------|-----------|-----------|
| The Mainland, PRC | 2,057,253 | 1,610,908 |
| Hong Kong         | 502,939   | 357,457   |
| Others            | 397,397   | 325,615   |
| Total             | 2,957,589 | 2,293,980 |

## 6.4 Application of the raised proceeds

☐ Applicable      ☒ Inapplicable

## Particulars about the changed projects

☐ Applicable      ☒ Inapplicable

## 6.5 Application of the proceeds not raised through shares offering

☒ Applicable      ☐ Inapplicable

Unit: RMB'0000

| Projects                                          | Amount  | Progress                                                                                                                                                                                                                                                                                                                                                                                                         | Earnings                                                                                   |
|---------------------------------------------------|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| Chengdu CSG Glass Industrial Base                 | 68,000  | Line 1 and Line 2 of Chengdu CSG was put into production and realised profit respectively in February 2006 and April 2006. At present, the production yield maintains at a high steady level.                                                                                                                                                                                                                    | At the end of report period, the project realised RMB 66,730 thousand net profits.         |
| Phase 3 and Phase 4 of Color Filter Project       | 18,000  | Phase 3 of color filter project was put into production in July 2006, and Phase 4 of the project entered the period of trial production in December 2006.                                                                                                                                                                                                                                                        | The project of Phase 1 to Phase 4 realised a total RMB 46,320 thousand net profit in 2006. |
| Alteration Project of Shenzhen Float Glass line 1 | 7,000   | The production line was successfully ignited after the alteration in July 2006, and restored into production. The capacity of this line has risen from 500T/D to about 600 T/D, and achieved comprehensive improvement in energy consumption, and producing high quality diversified products.                                                                                                                   | It is not calculated separately.                                                           |
| Dongguan CSG Engineering Glass Project            | 67,000  | The construction of factory buildings and auxiliary facilities of this project are planned to be completed in the first quarter of 2007, and the relocation of the existing equipment and the installation and adjustment of new equipments will begin after that. The new equipment's installation and adjustment and the first phase of relocation are expected to be done in the second quarter of year 2007. | It is being constructed.                                                                   |
| Tianjin Energy-saving Glass Project               | 38,400  | The project has begun the construction in October 2006, and Phase 1 is estimated to be established and put into production at the end of 2007.                                                                                                                                                                                                                                                                   | It is being constructed.                                                                   |
| Wujiang CSG Engineering Glass Project             | 43,300  | The project has begun the construction in October 2006, and Phase 1 is planned to be finished and put into production by the end of year 2007.                                                                                                                                                                                                                                                                   | It is being constructed.                                                                   |
| Solar Super White Glass Project                   | 15,000  | The production line was successfully ignited at the end of October 2006 and was officially put into business operation in February 2007.                                                                                                                                                                                                                                                                         | At the end of report period, it is still in the period of trial production.                |
| Poly-silicon Materials Project                    | 78,000  | At present, the project has started, and it is listed as one of the three key projects of the Eleventh Five-year Plan of Hubei Province.                                                                                                                                                                                                                                                                         | It is being constructed.                                                                   |
| Solar Photovoltaic Battery Project                | 10,000  | The project is in the preparation phase, and it is estimated to launch the production at the end of 2007.                                                                                                                                                                                                                                                                                                        | It is being constructed.                                                                   |
| Total                                             | 344,700 | --                                                                                                                                                                                                                                                                                                                                                                                                               | --                                                                                         |

## 6.6 Explanation of the Board of Directors on the "Qualified Opinion" made by the CPAs

☐ Applicable      ☒ Inapplicable

## 6.7 The preplan of profit distribution and capitalization of capital public reserve of the Board of Directors

☒ Applicable      ☐ Inapplicable

Audited by PricewaterhouseCoopers Zhong Tian CPAs Co., Ltd., net profit of the Company was RMB 332,111,553, and the Board of Directors proposed to distribute the profit of 2006 as follows: The undistributed profit accumulated at the end of 2006 will be distributed to all shareholders based on the total share capital of 1,015,463,124 shares at the end of 2006.

① The Company will allot cash RMB 2.0 (tax included) for every 10 shares to all shareholders.

② The Company will allot 2.5 bonus shares for every 10 shares to all shareholders.

The profit distribution preplan should be submitted to the 2006 Shareholders' General Meeting for considerations.

The Company will allot cash RMB 2.0 (tax included) for every 10 shares to all shareholders.

The Company didn't appropriate share distribution preplan though the Company achieved the profit in the report period

☐ Applicable      ☒ Inapplicable

## §7 Significant Events

### 7.1 Purchase of assets

☐ Applicable      ☒ Inapplicable

### 7.2 Sales of assets

☐ Applicable      ☒ Inapplicable

### 7.3 Significant guarantees

☒ Applicable      ☐ Inapplicable

Unit: RMB'0000

| Guarantee of the Company for the controlling subsidiaries                                                |         |
|----------------------------------------------------------------------------------------------------------|---------|
| Total amount of guarantee for controlling subsidiaries in the report period                              | 119,078 |
| Balance of guarantee for controlling subsidiaries at the end of the report period                        | 80,857  |
| Particulars about the guarantee of the Company(Including the guarantee for the controlling subsidiaries) |         |
| Total amount of guarantee                                                                                | 80,857  |
| Proportion of the total guarantee in net assets of the Company (%)                                       | 30.76%  |
| Including:                                                                                               |         |
| Total amount of the guarantee for shareholders, actual controller and correlated parties                 | 0       |
| The debts guarantee amount provided for the guarantee of which the assets-liability ratio exceeded 70%   | 42,320  |
| Total amount of guarantee in net assets of the Company exceeded 50%                                      | 0       |
| Total amount of guarantee aforesaid                                                                      | 42,320  |

### 7.4 Current related credits and liabilities

#### 7.4.1 Related sale and purchase

☒ Applicable      ☐ Inapplicable

Unit: RMB'0000

| Related parties                      | Sell product and supply labor force to the related parties |                                                  | Purchase and accept labor force from related parties |                                                  |
|--------------------------------------|------------------------------------------------------------|--------------------------------------------------|------------------------------------------------------|--------------------------------------------------|
|                                      | Transaction amount                                         | Proportion in the amount of the same transaction | Transaction amount                                   | Proportion in the amount of the same transaction |
| Total Logistics (Shenzhen) Co., Ltd. | 0                                                          | 0%                                               | 3,342.27                                             | 27.79%                                           |
| Total                                | 0                                                          | 0%                                               | 3,342.27                                             | 27.79%                                           |

Including: In the report period, the related transaction amount the listed companies sold products or supplied labor forced for the controlling shareholders and its subsidiaries was RMB 0.

#### 7.4.2 Related credits and liabilities current

☐ Applicable      ☒ Inapplicable

#### 7.4.3 Progress of paying off the occupied fund at the end of year 2005

☐ Applicable      ☒ Inapplicable

#### Occupation of newly increased fund during the year 2006

☐ Applicable      ☒ Inapplicable

Reasons, measures of paying off debts adopted and responsibility investigation plan for the listed companies unperformed paying off the occupied non-operational fund at the end of 2006

☐ Applicable      ☒ Inapplicable

#### 7.5 Entrusted assets management

☐ Applicable      ☒ Inapplicable

#### 7.6 Implementation of commitments

7.6.1 Commitment during the Share Merger Reform made by the original non-tradable shareholders and its implementations

☐ Applicable      ☒ Inapplicable

7.6.2 Amount of tradable shares with unrestricted conditions held by original non-tradable shareholders whose holding proportion exceeded 5% at the end of report period

☐ Applicable      ☒ Inapplicable

#### 7.7 Significant lawsuit and arbitrations

☐ Applicable      ☒ Inapplicable

### §8. Report of the Supervisory Committee

☐ Applicable      ☒ Inapplicable

### §9. Financial Report

#### 9.1 Auditor's opinions

Auditor's opinions: standard unqualified auditor's opinions

#### 9.2 Financial statement

### 9.2.1 Balance Sheet

**CSG HOLDING CO., LTD.**  
**CONSOLIDATED BALANCE SHEET**  
**AS OF 31 DECEMBER 2006**

(All amounts in Renminbi thousands unless otherwise stated)

|                                                                           |      | As at 31 December |           |
|---------------------------------------------------------------------------|------|-------------------|-----------|
|                                                                           | Note | 2006              | 2005      |
| <b>ASSETS</b>                                                             |      |                   |           |
| <b>Non-current assets</b>                                                 |      |                   |           |
| Property, plant and equipment                                             | 6    | 5,223,044         | 4,392,810 |
| Land use rights                                                           | 7    | 215,945           | 158,954   |
| Intangible assets                                                         | 8    | 17,896            | 13,451    |
| Investment in an associate                                                | 9    | 6,765             | -         |
| Deferred income tax assets                                                | 10   | 1,482             | 3,227     |
| Available-for-sale financial assets                                       | 11   | 9,078             | 9,078     |
| Parpayment for land use right                                             |      | 15,001            | -         |
|                                                                           |      | 5,489,211         | 4,577,520 |
| <b>Current assets</b>                                                     |      |                   |           |
| Inventories                                                               | 12   | 249,417           | 217,412   |
| Properties held for sale                                                  | 13   | 72,077            | 93,507    |
| Trade and other receivables                                               | 14   | 424,862           | 350,188   |
| Derivative financial instruments                                          | 15   | 1,985             | 3,416     |
| Pledged bank deposits                                                     | 16   | 58,304            | 54,458    |
| Cash and cash equivalents                                                 | 16   | 480,467           | 227,763   |
|                                                                           |      | 1,287,112         | 946,744   |
| <b>Total assets</b>                                                       |      | 6,776,323         | 5,524,264 |
| <b>EQUITY</b>                                                             |      |                   |           |
| <b>Capital and reserves attributable to equity holders of the Company</b> |      |                   |           |
| Share capital                                                             | 17   | 1,015,463         | 1,015,463 |
| Other reserves                                                            | 18   | 975,837           | 935,869   |
| Retained earnings                                                         |      | 641,211           | 535,759   |
|                                                                           |      | 2,632,511         | 2,487,091 |
| <b>Minority interest</b>                                                  |      | 312,300           | 239,819   |
| <b>Total equity</b>                                                       |      | 2,944,811         | 2,726,910 |
| <b>LIABILITIES</b>                                                        |      |                   |           |
| <b>Non-current liabilities</b>                                            |      |                   |           |
| Other payable                                                             | 19   | 45,000            | -         |
| Borrowings                                                                | 22   | 717,042           | 913,987   |
|                                                                           |      | 762,042           | 913,987   |
| <b>Current liabilities</b>                                                |      |                   |           |
| Trade and other payables                                                  | 20   | 960,230           | 807,705   |
| Current tax liabilities                                                   | 21   | 31,266            | 24,217    |
| Borrowings                                                                | 22   | 2,056,888         | 1,049,203 |
| Derivative financial instruments                                          | 15   | 1,013             | 2,242     |
| Provisions for other liabilities and charges                              | 23   | 20,073            | -         |
|                                                                           |      | 3,069,470         | 1,883,367 |
| <b>Total liabilities</b>                                                  |      | 3,831,512         | 2,797,354 |
| <b>Total equity and liabilities</b>                                       |      | 6,776,323         | 5,524,264 |

## 9.2.2 Income Statement

**CSG HOLDING CO., LTD.**  
**CONSOLIDATED INCOME STATEMENT**  
**FOR THE YEAR ENDED 31 DECEMBER 2006**  
(All amounts in Renminbi thousands unless otherwise stated)

|                                                                                                        |             | <b>Year ended 31 December</b> |             |
|--------------------------------------------------------------------------------------------------------|-------------|-------------------------------|-------------|
|                                                                                                        | <b>Note</b> | <b>2006</b>                   | <b>2005</b> |
| Revenue                                                                                                | 5           | 2,957,589                     | 2,293,980   |
| Cost of sales                                                                                          |             | (2,006,282)                   | (1,562,329) |
| <b>Gross profit</b>                                                                                    |             | 951,307                       | 731,651     |
| Distribution costs                                                                                     |             | (196,442)                     | (162,520)   |
| Administrative expenses                                                                                |             | (235,771)                     | (123,132)   |
| Other gains, net                                                                                       | 24          | 26,326                        | 29,493      |
| <b>Operating profit</b>                                                                                |             | 545,420                       | 475,492     |
| Finance costs, net                                                                                     | 27          | (105,403)                     | (69,751)    |
| <b>Profit before income tax</b>                                                                        |             | 440,017                       | 405,741     |
| Income tax expense                                                                                     | 28          | (32,331)                      | (24,805)    |
| <b>Profit for the year</b>                                                                             |             | 407,686                       | 380,936     |
| <b>Attributable to:</b>                                                                                |             |                               |             |
| Equity holders of the Company                                                                          |             | 325,920                       | 318,660     |
| Minority interest                                                                                      |             | 81,766                        | 62,276      |
|                                                                                                        |             | 407,686                       | 380,936     |
| <b>Earnings per share for profit attributable to the equity holders of the Company during the year</b> |             |                               |             |
| -Basic/Diluted (RMB cents per share)                                                                   | 29          | 32.10                         | 31.38       |

### 9.2.3 Cash Flow Statement

#### CSG HOLDING CO., LTD.

#### CONSOLIDATED CASH FLOW STATEMENT

#### FOR THE YEAR ENDED 31 DECEMBER 2006

(All amounts in Renminbi thousands unless otherwise stated)

|                                                             |      | Year ended 31 December |             |
|-------------------------------------------------------------|------|------------------------|-------------|
|                                                             | Note | 2006                   | 2005        |
| <b>Cash flows from operating activities</b>                 |      |                        |             |
| Cash generated from operations                              | 28   | 818,426                | 1,011,314   |
| Interest paid                                               |      | (97,201)               | (86,413)    |
| Income tax paid                                             |      | (30,598)               | (28,160)    |
| Net cash generated from operating activities                |      | 690,627                | 896,741     |
| <b>Cash flows from investing activities</b>                 |      |                        |             |
| Investment in an associate                                  |      | (6,765)                | -           |
| Payments for acquisition of property, plant and equipment   |      | (1,053,409)            | (1,009,352) |
| Proceeds from sale of property, plant and equipment         |      | 32,000                 | 5,807       |
| Increase in other payable                                   |      | 45,000                 | -           |
| Payments for acquisition of land use rights                 |      | (77,013)               | (32,588)    |
| Payments for acquisition of intangible assets               |      | (6,188)                | (63)        |
| Acquisition of minority interest                            |      | (6,250)                | -           |
| Interest received                                           |      | 3,064                  | 1,541       |
| Net cash used in investing activities                       |      | (1,069,561)            | (1,034,655) |
| <b>Cash flows from financing activities</b>                 |      |                        |             |
| Proceeds from borrowings                                    |      | 3,404,468              | 3,314,910   |
| Repayments of borrowings                                    |      | (2,578,682)            | (3,142,715) |
| Payments of bonds issuance costs                            |      | (3,200)                | -           |
| Dividends paid to Company's shareholders                    |      | (182,792)              | (166,802)   |
| Dividends paid to minority shareholders                     |      | (43,627)               | (20,386)    |
| Capital contributed by minority shareholders                |      | 40,749                 | 69,245      |
| Pledged bank deposits (placed)/withdrawn                    |      | (3,846)                | 18,047      |
| Net cash generated from financing activities                |      | 633,070                | 72,299      |
| <b>Net increase/(decrease) in cash and cash equivalents</b> |      | 254,136                | (65,615)    |
| Cash and cash equivalents at beginning of year              |      | 227,763                | 307,449     |
| Exchange losses on cash                                     |      | (1,432)                | (14,071)    |
| <b>Cash and cash equivalents at end of year</b>             | 14   | 480,467                | 227,763     |

9.3 Explanation on changes of accounting policy, accounting estimation and settlement method compared with the latest annual report

☐ Applicable      ☒ Inapplicable

9.4 Contents, correct amount, reason and its influence of significant accounting errors

☐ Applicable      ☒ Inapplicable

9.5 Explanation on change of consolidated scope compared with the latest annual report

☒ Applicable      ☐ Inapplicable

Compared with 2005 Annual Report, the following companies were added in the consolidated scope:

1. Tianjin CSG Energy Conservation Glass Co., Ltd was founded on 26 September 2006.
2. Wujiang CSG North-east Architectural Glass Co., Ltd was founded on 27 October 2006.
3. Yichang CSG Silicon Co., Ltd was officially founded on 1 August 2006.
4. Shenzhen CSG PV-tech Co., Ltd was officially founded on 20 September 2006.

At the end of the report period, the aforesaid companies were all under the preparation periods.

**Board of Directors of  
CSG Holding Co., Ltd.  
16 March 2007**