CSG HOLDING CO., LTD.

# THE FIRST OUNRTER REPORT 2014



Chairman of the Board: ZENG NAN

April 2014

## I. Important Notice

Board of Directors and the Supervisory Committee of CSG Holding Co., Ltd. (hereinafter referred to as the Company) and its directors, supervisors and senior executives hereby confirm that there are no any fictitious statements, misleading statements, or important omissions carried in this report, and shall take all responsibilities jointly and severally, for the truthfulness, accuracy and completeness of the whole contents.

All directors are present the meeting of the Board for deliberating the First Quarter Report of the Company in person.

Chairman of the Board of the Company Mr. Zeng Nan, CFO Mr. Luo Youming and principle of the financial department Mr. Zhang Guoming hereby confirm the truthfulness and completeness of the Financial Report in the First Quarter Report of 2014.

This report is prepared both in Chinese and English. Should there be any inconsistency between the Chinese and English versions, the Chinese version shall prevail.

## Section II Main accounting data and Changes in Shareholders

## I. Main accounting data and indices

Whether retrospective adjustment has been carried out on financial reports of previous periods or not

 $\Box$  Yes  $\sqrt{No}$ 

|   | The 1 <sup>st</sup> quarter of 2014 | The 1 <sup>st</sup> quarter of 2013 | Percentage of change (%) |
|---|-------------------------------------|-------------------------------------|--------------------------|
| Operating income (RMB)  | 1,482,894,670                       | 1,456,792,882                       | 1.79%                    |
| Net profit attributable to shareholders of the listed company(RMB)  | 123,051,443                         | 107,660,977                         | 14.3%                    |
| Net profit attributable to shareholders of<br>the listed company after deducting<br>non-recurring gains and losses(RMB) | 108,589,698                         | 90,472,570                          | 20.02%                   |
| Net cash flow arising from operating activities(RMB)  | 90,191,987                          | 289,618,073                         | -68.86%                  |
| Basic earnings per share (RMB/Share)  | 0.0593                              | 0.0519                              | 14.26%                   |
| Diluted earnings per share (RMB/Share)  | 0.0593                              | 0.0519                              | 14.26%                   |
| The weighted average return on net assets (%)   | 1.5%                                | 1.57%                               | -0.07%                   |
|   | 31 March 2014                       | 31 December 2013                    | Percentage of change (%) |
| Total assets (RMB)  | 15,285,641,383                      | 15,078,866,777                      | 1.37%                    |
| Net assets attributable to shareholder of listed company(RMB)   | 8,179,819,319                       | 8,047,894,139                       | 1.64%                    |

Items and amounts of extraordinary profit (gains)/loss

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

| Item  | Amount from beginning of the year to<br>the end of the report period | Note |
|---|--|------|
| Gains/losses from the disposal of non-current asset (including the write-off that accrued for impairment of assets)   | -828,851   |      |
| Governmental subsidy reckoned into current gains/losses (not including the subsidy enjoyed in quota or ration according to national standards, which are closely relevant to enterprise's business) | 20,724,698   |      |
| Other non-operating income and expenditure except for the aforementioned items  | 3,679,852  |      |
| Other gain/loss items satisfying the definition of nonrecurring gain/loss account   | -2,351,667   |      |

Unit: Share

| Less: Impact on income tax                         | 4,594,833  |  |
|--|------------|--|
| Amount of minority shareholders' equity (post-tax) | 2,167,454  |  |
| Total  | 14,461,745 |  |

Concerning the extraordinary profit (gain)/loss defined by Q&A Announcement No.1 on Information Disclosure for Companies Offering Their Securities to the Public --- Extraordinary Profit/loss, and the items defined as recurring profit (gain)/loss according to the lists of extraordinary profit (gain)/loss in Q&A Announcement No.1 on Information Disclosure for Companies Offering Their Securities to the Public --- Extraordinary Profit/loss, explain reasons.

 $\Box$ Applicable  $\sqrt{Not}$  applicable

# II. Total of shareholders at the end of the report period and particulars about the shares held by the top ten shareholders

|   |   |                         |                       |                      |                      | Jnit: Share |
|---|---|-------------------------|-----------------------|----------------------|----------------------|-------------|
| Total of shareholders at the end of the report period                               |   |                         |                       |                      |                      | 220,901     |
| Particulars abo   | out shares held b                           | y the top ter           | n shareholders        |                      |                      |             |
| Name of shareholder   | Nature of shareholder                       | Proportion<br>of shares | Amount of shares held | Amount of restricted | Number o<br>pledged/ |             |
|   | sharehorder                                 | held (%)                | shares here           | shares held          | Share status         | Amount      |
| China Northern Industries Corporation   | State-owned<br>legal person                 | 3.62%                   | 75,167,934            | 0                    |                      |             |
| Xin Tong Chan Industrial Development (Shenzhen)<br>Co., Ltd.                        | Domestic non<br>state-owned<br>legal person | 2.99%                   | 62,052,845            | 0                    |                      |             |
| Shenzhen International Holdings (Shenzhen) Co.,<br>Ltd.                             | Domestic non<br>state-owned<br>legal person | 2.88%                   | 59,778,813            | 0                    |                      |             |
| ICBC-Lion Stock Securities Investment Funds   | Domestic non<br>state-owned<br>legal person | 0.87%                   | 18,000,000            | 0                    |                      |             |
| BBH A/C VANGUARD EMERGING MARKETS<br>STOCK INDEX FUND                               | Overseas legal<br>person                    | 0.71%                   | 14,751,764            | 0                    |                      |             |
| CMBC—Yinhua Shenzhen Stock 100 Index<br>Grading Securities Investment Fund          | Domestic non<br>state-owned<br>legal person | 0.63%                   | 13,101,411            | 0                    |                      |             |
| China Resources SZITIC Trust Co., Ltd. – Runjin<br>No.71 Collective Fund Trust Plan | Domestic non<br>state-owned<br>legal person | 0.56%                   | 11,623,300            | 0                    |                      |             |
| GUOTAI JUNAN SECURITIES(HONGKONG)<br>LIMITED  | Overseas legal<br>person                    | 0.48%                   | 10,045,233            | 0                    |                      |             |
| ICBC- Rongtong Shenzhen Stock 100 Index   | Domestic non                                | 0.48%                   | 10,013,158            | 0                    |                      |             |

|   |                    | -            | <u>г</u>   |                |        |         |            |
|---|--------------------|--------------|--|----------------|--------|---------|------------|
| Securities Investment Funds   | state-owned        |              |  |                |        |         |            |
|   | legal person       |              |  |                |        |         |            |
|   | Domestic non       |              |  |                |        |         |            |
| BOC- E-fund Shenzhen Stock 100 ETF  | state-owned        | 0.45%        | 9,352,862  | 0              |        |         |            |
|   | legal person       |              |  |                |        |         |            |
| Particulars about sh  | ares held by the t | op ten unres | stricted shareho   | olders         |        |         |            |
|   |                    | Aı           | mount of   | Share          | type a | and amo | ount       |
| Name of shareholder   |                    | unrest       | ricted shares<br>held  | Share typ      | e      | Ar      | nount      |
| China Northern Industries Corporation   |                    |              | 75,167,934   | A-share        |        | 7       | 75,167,934 |
| Xin Tong Chan Industrial Development (Shenzhen)   | ) Co., Ltd.        |              | 62,052,845   | A-share        | :      | (       | 52,052,845 |
| Shenzhen International Holdings (Shenzhen) Co., I                                       | Ltd.               |              | 59,778,813   | A-share        | :      | 4       | 59,778,813 |
| ICBC-Lion Stock Securities Investment Funds   |                    |              | 18,000,000   | A-share        |        | 1       | 18,000,000 |
| BBH A/C VANGUARD EMERGING MARKETS STOCK INDEX<br>FUND                                   |                    |              | 14,751,764   | B-share        |        | 1       | 14,751,764 |
| CMBC—Yinhua Shenzhen Stock 100 Index Grading Securities<br>Investment Fund              |                    |              | 13,101,411   | A -share       | ;      |         | 13,101,411 |
| China Resources SZITIC Trust Co., Ltd. – Runjin No.71 Collective<br>Fund Trust Plan     |                    |              | 11,623,300   | A-share        | 1      | -       | 11,623,300 |
| GUOTAI JUNAN SECURITIES(HONGKONG) LIMITED   |                    |              | 10,045,233   | B-share        |        | 1       | 10,045,233 |
| ICBC- Rongtong Shenzhen Stock 100 Index Securities Investment<br>Funds                  |                    |              | 10,013,158   | A-share        | ţ.     | ]       | 10,013,158 |
| BOC- E-fund Shenzhen Stock 100 ETF  |                    |              | 9,352,862  | A -share       | ¢      |         | 9,352,862  |
|   |                    | Among        | shareholders a   | as listed abov | e, She | nzhen   |            |
|   |                    | Interna      | International Holdings (Shenzhen) Co., Ltd. and Xin Tong   |                |        |         |            |
| Statement on associated relationship or consistent action among the above shareholders: |                    | Chan D       | Chan Development (Shenzhen) Co., Ltd. are holding  |                |        |         | ding       |
|   |                    |              | ises and belong  |                |        | _       |            |
|   |                    |              | Shenzhen International Holdings Co., Ltd. Except for this,   |                |        |         |            |
|   |                    |              | It is unknown whether other shareholders belong to related   |                |        |         |            |
|   |                    |              | party or have associated relationship regulated by the   |                |        |         |            |
|   |                    |              | Management Regulation of Information Disclosure on<br>Change of Shareholding for Listed Companies. |                |        |         |            |
|   |                    |              | e of Shareholdi  | ng for Listed  | Comp   | banies. |            |
| Explanation on shareholders involving margin business (if applicable)                   |                    |              |  |                |        |         |            |

Whether has a buy-back agreement dealing in reporting period

 $\Box$  Yes  $\sqrt{No}$ 

## Section III Important Events

# I. Particulars and explanations about significant changes in main accounting statement and financial indexes

|                             |      |               |                  |                  | Unit: RMB'0,000      |
|-----------------------------|------|---------------|------------------|------------------|----------------------|
|                             | Note | 31 March 2014 | 31 December 2013 | Amount of change | Percentage of change |
| Notes receivable            | (1)  | 16,693        | 32,389           | (15,696)         | (48%)                |
| Accounts receivable         | (2)  | 27,010        | 13,643           | 13,367           | 98%                  |
| Other receivables           | (3)  | 2,354         | 10,937           | (8,583)          | (78%)                |
| Inventory                   | (4)  | 53,346        | 37,868           | 15,478           | 41%                  |
| Remuneration payable        | (5)  | 7,867         | 16,638           | (8,771)          | (53%)                |
|                             | Note | JanMar.2014   | JanMar.2013      | Amount of change | Percentage of change |
| Business tax and surcharges | (6)  | 749           | 1,090            | (341)            | (31%)                |
| Asset impairment loss       | (7)  | 274           | (75)             | 349              | (465%)               |
| Non-business expenditure    | (8)  | 145           | 711              | (566)            | (80%)                |
| Income tax expenses         | (9)  | 3,549         | 4,480            | (931)            | (21%)                |
| Other comprehensive income  | (10) | 1,035         | (846)            | 1,881            | (222%)               |

#### Note:

(1) Notes receivable decreased mainly because bill payment for goods increased in the report period.

(2) Accounts receivable increased mainly because there was more payment collection at the end of last year while the payment collection in the period was normal.

(3) Other receivables decreased mainly because the insurance indemnity caused by the fire accident of Dongguan CSG PV tech Co., Ltd. was received in the report period.

(4) Inventory increased mainly because raw materials and finished goods stocked up for subsequent orders increased in part of subsidiaries of the Company

**(**5) Remuneration payable decreased mainly because provision of employee year-end bonus at the end of last year had been paid in the report period.

(6) Business tax and surcharges decreased mainly because urban maintenance & construction tax and the education surtax declined due to the decrease of VAT paid in the report period.

(7) Asset impairment loss increased mainly because in the report period the increase amount of accounts receivable was greater than that of the same time of last year and general provision for bad debt in the report period increased over that of the same period of last year.

(8) Non-business expenditure decreased mainly because the subsidiary of the Company, Shenzhen Float paid an amount of RMB 7 million related to land at the same period of last year and there was no large non-business expenditure in the report period.

(9) Income tax expenses decreased mainly because the profit of the subsidiary that enjoyed the preferential income tax increased over the same period of last year, and thus the comprehensive income tax rates decreased over the same period of last year.

(10) Other comprehensive income increased mainly because the fair value of financial assets available for sale of the Company increased in the report period.

### II. The progress of material events and the analysis of the solutions

#### 1. Assets for sale

Being deliberated and approved in interim meeting of 6th session of the Board on 27 September 2013, the Company transferred 100% equity of its wholly-owned subsidiary, Shenzhen CSG Float Glass Co., Ltd., to Golden Times Investment Consultant (SZ) Co., Ltd. with consideration of RMB 918 million. Meanwhile, Golden Times promised to pay the debt obligation of RMB 330 million to Shenzhen Float. Approximately investment earnings of RMB 290 million are expected to generate through the transfer, and the equity transfer will bring a positive impact on perfecting resource allocation, improving assets quality and enhancing core competitiveness of the Company.

Details of the transfer can be found in "Sales of Assets Notice" released in the China Securities Journal, Securities Times, Hong Kong Commercial Daily and Juchao Website (<u>www.cninfo.com.cn</u>) on 28 September 2013.

#### 2. Short-term Financing Bonds

On 6 August 2012, the First Extraordinary Shareholders' General Meeting 2012 of CSG Holding Co., Ltd deliberated and approved the proposal of short-term financing bills offering with application of short-term financing bill within RMB 2.2 billion limit. On 11 January 2013, National Association of Financial market Institutional Investors held its 1<sup>st</sup> registration meeting of 2013, in which NAFMII decided to accept the Company's short-term financing bills registration, amounting to RMB 1.1 billion, valid until January 25, 2015. China Merchants Bank Co., Ltd, and Shanghai Pudong Development Bank Co., Ltd were joint lead underwriters of these short-term financing bills, which could be issued by stages within the validity period of registration. On 7 March 2013, the Company issued short-term financing bills with a total amount of RMB 1.1 billion and deadline of one year, and cashed completed on 6 March 2014.

On 23 April 2013, annual shareholders' general meeting 2012 of CSG considered and passed the proposal of publishing short-term financing bills, agreed the Company's application for publishing short-term financing bills with amount not over the 40% of the Company's net assets in total (the issued short-term financing bonds included). On 20 December 2013, National Association of Financial market Institutional Investors held its 74<sup>th</sup> registration meeting of 2013, in which NAFMII decided to accept the Company's short-term financing bills registration, amounting to RMB 1.1 billion and deadline of 2 years. China CITIC Bank Corporation Limited and Agricultural Bank of China Co., Ltd were joint lead underwriters of these short-term financing bills, which could be issued by stages within the validity period of registration. On 14 March 2014, the Company issued short-term financing bills with a total amount of RMB 0.5 billion and deadline of one year. As for the remaining RMB 0.6 billion and one-year term short-term financing bonds, the issuance date is undetermined.

For details, please refer to www.chinabond.com.cn and www.chinamoney.com.cn.

#### 3. Stock option incentive

The 15th meeting of 6th session of the Board held on 22 March 2014 deliberated and approved the "Proposal of Incentive Plan for Restricted Stock of A-share (Draft) and Summary" (hereinafter referred to Incentive Plan).

The incentive plan will issue no more than 90 million restricted A shares to grant plan participants in one time. The participants who can be awarded with restricted shares should correspond to award requirements regulated in restrict shares incentive plan. The Plan is valid for 48 months. The first 12 months since granted date was the lockup period and the later 36 months was the unlocked period. During the unlocked period, plan participants can apply unlocking the restricted shares in three phases if achieved the release condition, and the unlocked ratio shall be no more than  $40\% \ 30\% \ 30\%$  of the total restricted shares respectively. The incentive plan

should be submitted to the general meeting of shareholders for deliberation after China Securities Regulatory Commission puts on file without objection.

# III. Commitments of shareholders with over 5% of shares made in the report period or carried over from previous period

| Commitments   | Promisee                               | Content of commitments   | Commit-<br>ment<br>date | Commit-<br>ment term | Implement-<br>ation   |
|---|--|--|-------------------------|----------------------|---|
| Commitments for<br>Share Merger Reform                                  | Tong Chan<br>Industrial<br>Development | The Company has implemented share merger<br>reform in May 2006. Till June 2008, the share<br>of the original non-tradable shareholders which<br>holding over 5% total shares of the Company<br>had all released. Therein, the original<br>non-tradable shareholder Shenzhen<br>International Holdings (SZ) Limited and Xin<br>Tong Chan Industrial Development (Shenzhen)<br>Co., Ltd. both are wholly-funded subsidiaries to<br>Shenzhen International Holdings Limited<br>(hereinafter Shenzhen International for short)<br>listed in Hong Kong united stock exchange<br>main board. Shenzhen International made<br>commitment that it would strictly carry out<br>related regulations of Securities Law,<br>Administration of the Takeover of Listed<br>Companies Procedures and Guiding Opinions<br>on the Listed Companies' Transfer of Original<br>Shares Released from Trading Restrictions<br>issued by CSRC during implementing share<br>decreasingly-held plan and take information<br>disclosure responsibility timely. | 2006-5-<br>22           | N/A                  | By the end<br>of the<br>report<br>period, the<br>above<br>shareholder<br>s of the<br>Company<br>had strictly<br>carried out<br>their<br>promises. |
| Commitments in report of  |  |  |                         |                      |   |
| acquisition or equity change<br>Commitments in assets<br>reorganization |  |  |                         |                      |   |
| Commitments in initial public offering or re-financing                  |  |  |                         |                      |   |
| Other commitments for<br>medium and small<br>shareholders               |  |  |                         |                      |   |
| Completed on time or not  | Yes                                    |  |                         |                      |   |
| Detail reasons for<br>un-complement and further<br>plan                 | Not applicable                         |  |                         |                      |   |

## IV. Prediction of business performance for Jan.-Jun. 2014

Alert of loss or significant change in net profit from the beginning of year to the end of next report period or compared with the same period of last year, and statement of causations.

 $\Box$  Applicable  $\sqrt{Non applicable}$ 

## Section IV Financial Report

## **I. Financial Statements**

#### I. Financial Statements

Prepared by CSG Holding Co., Ltd.

| Items                               | Ending balance | Beginning balance |
|-------------------------------------|----------------|-------------------|
| Current asset:                      |                |                   |
| Monetary capital                    | 274,852,207    | 279,672,523       |
| Settlement provision                |                |                   |
| Outgoing call loan                  |                |                   |
| Transactional financial assets      |                |                   |
| Notes receivable                    | 166,927,382    | 323,889,490       |
| Account receivable                  | 270,099,225    | 136,430,683       |
| Prepayment                          | 75,609,303     | 73,378,329        |
| Insurance receivable                |                |                   |
| Reinsurance receivable              |                |                   |
| Provisions of Reinsurance contracts |                |                   |
| receivable                          |                |                   |
| Interest receivable                 |                |                   |
| Dividend receivable                 |                |                   |
| Other account receivable            | 23,544,848     | 109,366,023       |
| Repurchasing of financial assets    |                |                   |
| Inventories                         | 533,462,100    | 378,684,712       |
| Non-current asset due in 1 year     |                |                   |
| Other current asset                 | 1,048,796,652  | 1,021,464,095     |
| Total of current asset              | 2,393,291,717  | 2,322,885,855     |
| Non-current assets                  |                |                   |
| Disburse of consigned loans         |                |                   |
| Available-for-sale financial asset  | 135,900,000    | 122,760,000       |
| Expired investment in possess       |                |                   |
| Long-term receivable                |                |                   |

| Long-term share equity investment       | 776,157,329    | 770,037,176    |
|---|----------------|----------------|
| Investment real estates                 |                |                |
| Fixed assets                            | 7,876,675,460  | 7,979,937,683  |
| Construction in process                 | 2,987,491,494  | 2,762,418,100  |
| Engineering goods                       |                |                |
| Fixed asset disposal                    |                |                |
| Production physical assets              |                |                |
| Gas & petrol                            |                |                |
| Intangible assets                       | 932,129,124    | 933,329,528    |
| R&D expense                             | 7,328,106      | 9,881,310      |
| Goodwill                                | 3,039,946      | 3,039,946      |
| Long-term amortizable expenses          | 3,238,410      | 3,280,021      |
| Differed income tax asset               | 163,879,797    | 164,787,158    |
| Other non-current asset                 | 6,510,000      | 6,510,000      |
| Total of non-current assets             | 12,892,349,666 | 12,755,980,922 |
| Total of assets                         | 15,285,641,383 | 15,078,866,777 |
| Current liabilities                     |                |                |
| Short-term loans                        | 1,663,878,435  | 1,424,743,800  |
| Loan from Central Bank                  |                |                |
| Deposit received and hold for others    |                |                |
| Call loan received                      |                |                |
| Trade off financial liabilities         |                |                |
| Notes payable                           | 2,759,502      | 4,429,188      |
| Account payable                         | 939,826,954    | 981,616,449    |
| Prepayment received                     | 130,960,299    | 160,689,070    |
| Selling of repurchased financial assets |                |                |
| Fees and commissions receivable         |                |                |
| Employees' wage payable                 | 78,666,783     | 166,377,238    |
| Tax payable                             | 118,447,898    | 160,754,703    |
| Interest payable                        | 54,175,326     | 60,767,534     |
| Dividend payable                        | 687,627        | 687,627        |
| Other account payable                   | 574,447,800    | 557,130,583    |
| Reinsurance fee payable                 |                |                |
| Insurance contract provision            |                |                |

| Entrusted trading of securities                                    |                |                |
|--|----------------|----------------|
| Entrusted selling of securities                                    |                |                |
| Non-current liability due in 1 year                                | 479,740,545    | 399,849,715    |
| Other current liability  | 300,000        | 300,000        |
| Total of current liability   | 4,043,891,169  | 3,917,345,907  |
| Non-current liabilities  |                |                |
| Long-term borrowings   | 274,992,063    | 302,904,204    |
| Bond payable   | 1,992,194,288  | 1,991,041,175  |
| Long-term payable  |                |                |
| Special payable  |                |                |
| Anticipated liabilities  |                |                |
| Differed income tax liability                                      | 38,412,497     | 34,298,029     |
| Other non-recurring liabilities                                    | 426,193,028    | 432,364,880    |
| Total of non-current liabilities                                   | 2,731,791,876  | 2,760,608,288  |
| Total of liability   | 6,775,683,045  | 6,677,954,195  |
| Owners' equity (or shareholders' equity)                           |                |                |
| Capital paid in (or share capital)                                 | 2,075,335,560  | 2,075,335,560  |
| Capital reserves   | 1,398,969,084  | 1,391,366,888  |
| Less: Shares in stock  |                |                |
| Special reserves   | 15,537,755     | 14,503,860     |
| Surplus reserves   | 765,048,720    | 765,048,720    |
| Common risk provision  |                |                |
| Retained profit  | 3,926,626,285  | 3,803,574,842  |
| Different of foreign currency translation                          | -1,698,085     | -1,935,731     |
| Total of owner's equity belong to the parent company               | 8,179,819,319  | 8,047,894,139  |
| Minor shareholders' equity   | 330,139,019    | 353,018,443    |
| Total of owners' equity (or shareholders' equity)                  | 8,509,958,338  | 8,400,912,582  |
| Total of liability and shareholders'<br>equity (or owners' equity) | 15,285,641,383 | 15,078,866,777 |

CFO: Luo Youming

Manager of the financial department: Zhang Guoming

## 2. Balance Sheet of the Parent Company

Prepared by CSG Holding Co., Ltd.

| Items                              | Ending balance | Beginning balance |
|------------------------------------|----------------|-------------------|
| Current asset:                     |                |                   |
| Monetary capital                   | 105,511,379    | 129,337,516       |
| Transactional financial assets     |                |                   |
| Notes receivable                   |                |                   |
| Account receivable                 |                |                   |
| Prepayment                         |                |                   |
| Interest receivable                |                |                   |
| Dividend receivable                |                |                   |
| Other account receivable           | 3,091,841,546  | 3,082,240,537     |
| Inventories                        |                |                   |
| Non-current asset due in 1 year    |                |                   |
| Other current asset                |                |                   |
| Total of current asset             | 3,197,352,925  | 3,211,578,053     |
| Non-current assets                 |                |                   |
| Available-for-sale financial asset | 104,235,300    | 94,156,920        |
| Expired investment in possess      |                |                   |
| Long-term receivable               | 1,917,627,521  | 1,953,745,783     |
| Long-term share equity investment  | 5,089,871,949  | 4,966,621,199     |
| Investment real estates            |                |                   |
| Fixed assets                       | 37,425,956     | 38,163,267        |
| Construction in process            |                |                   |
| Engineering goods                  |                |                   |
| Fixed asset disposal               |                |                   |
| Production physical assets         |                |                   |
| Gas & petrol                       |                |                   |
| Intangible assets                  | 2,538,686      | 2,649,635         |
| R&D expense                        |                |                   |
| Goodwill                           |                |                   |
| Long-term amortizable expenses     | 2,426,121      | 2,424,621         |
| Differed income tax asset          |                |                   |

| Other non-current asset                  |                |                |
|--|----------------|----------------|
| Total of non-current assets              | 7,154,125,533  | 7,057,761,425  |
| Total of assets                          | 10,351,478,458 | 10,269,339,478 |
| Current liabilities                      |                |                |
| Short-term loans                         | 1,407,051,593  | 1,255,000,000  |
| Trade off financial liabilities          |                |                |
| Notes payable                            |                |                |
| Account payable                          | 780,060        | 923,245        |
| Prepayment received                      |                |                |
| Employees' wage payable                  | 2,300,202      | 55,932,331     |
| Tax payable                              | 25,722,949     | 26,978,661     |
| Interest payable                         | 13,652,914     | 18,800,998     |
| Dividend payable                         | 687,627        | 687,627        |
| Other account payable                    | 828,331,263    | 829,844,788    |
| Non-current liability due in 1 year      | 150,000,000    | 150,000,000    |
| Other current liability                  |                |                |
| Total of current liability               | 2,428,526,608  | 2,338,167,650  |
| Non-current liabilities                  |                |                |
| Long-term borrowings                     |                |                |
| Bond payable                             | 1,992,194,288  | 1,991,041,175  |
| Long-term payable                        |                |                |
| Special payable                          |                |                |
| Anticipated liabilities                  |                |                |
| Differed income tax liability            | 21,648,575     | 19,128,980     |
| Other non-recurring liabilities          | 11,792,800     | 11,792,800     |
| Total of non-current liabilities         | 2,025,635,663  | 2,021,962,955  |
| Total of liability                       | 4,454,162,271  | 4,360,130,605  |
| Owners' equity (or shareholders' equity) |                |                |
| Capital paid in (or share capital)       | 2,075,335,560  | 2,075,335,560  |
| Capital reserves                         | 1,442,181,439  | 1,434,441,128  |
| Less: Shares in stock                    |                |                |
| Special reserves                         |                |                |
| Surplus reserves                         | 779,594,080    | 779,594,080    |

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| Common risk provision  |                |                |
|--|----------------|----------------|
| Retained profit  | 1,600,205,108  | 1,619,838,105  |
| Different of foreign currency translation                          |                |                |
| Total of owners' equity (or shareholders' equity)                  | 5,897,316,187  | 5,909,208,873  |
| Total of liability and shareholders'<br>equity (or owners' equity) | 10,351,478,458 | 10,269,339,478 |

Legal Representative: Zeng Nan

CFO: Luo Youming

Manager of the financial department: Zhang Guoming

### 3. Consolidated Income Statement

Prepared by CSG Holding Co., Ltd.

| Items  | Balance of this period | Balance of last period |
|--|------------------------|------------------------|
| I. Total revenue                                       | 1,482,894,670          | 1,456,792,882          |
| Incl. Business income                                  | 1,482,894,670          | 1,456,792,882          |
| Interest income  |                        |                        |
| Insurance fee earned                                   |                        |                        |
| Fee and commission received                            |                        |                        |
| II. Total business cost                                | 1,344,181,492          | 1,305,835,991          |
| Incl. Business cost                                    | 1,101,922,703          | 1,050,719,953          |
| Interest expense                                       |                        |                        |
| Fee and commission paid                                |                        |                        |
| Insurance discharge payment                            |                        |                        |
| Net claim amount paid                                  |                        |                        |
| Net insurance policy reserves provided                 |                        |                        |
| Insurance policy dividend paid                         |                        |                        |
| Reinsurance expenses                                   |                        |                        |
| Business tax and surcharge                             | 7,492,146              | 10,900,605             |
| Sales expense  | 58,234,783             | 58,377,696             |
| Administrative expense                                 | 122,486,203            | 125,388,239            |
| Financial expenses                                     | 51,307,640             | 61,201,978             |
| Asset impairment loss                                  | 2,738,017              | -752,480               |
| Plus: gains from change of fair value<br>("-"for loss) |                        |                        |

| Investment gains ("-" for loss)   | 6,383,626   |             |
|---|-------------|-------------|
| Incl. Investment gains from affiliates                                      |             |             |
| Exchange gains ("-" for loss)   |             |             |
| III. Operational profit ("-" for loss)                                      | 145,096,804 | 150,956,891 |
| Plus: non-operational income  | 25,025,825  | 30,642,625  |
| Less: non-operational expenditure   | 1,450,126   | 7,107,553   |
| Incl. Loss from disposal of non-current assets                              | 1,421,153   | 104,217     |
| IV. Gross profit ("-" for loss)   | 168,672,503 | 174,491,963 |
| Less: Income tax expenses   | 35,485,420  | 44,799,222  |
| V. Net profit ("-" for net loss)  | 133,187,083 | 129,692,741 |
| Including: Net profit realized by the entity taken over before the takeover |             |             |
| Net profit attributable to the owners of parent company                     | 123,051,443 | 107,660,977 |
| Minor shareholders' equity  | 10,135,640  | 22,031,764  |
| VI. Earnings per share:   |             |             |
| (I) Basic earnings per share  | 0.0593      | 0.0519      |
| (II) Diluted earnings per share   | 0.0593      | 0.0519      |
| VII. Other misc. incomes  | 10,352,885  | -8,462,043  |
| VIII. Total of misc. incomes  | 143,539,968 | 121,230,698 |
| Total of misc. incomes attributable to the owners of the parent company     | 133,404,328 | 99,198,934  |
| Total misc gains attributable to the minor shareholders                     | 10,135,640  | 22,031,764  |

CFO: Luo Youming

Manager of the financial department: Zhang Guoming

## 4. Income Statement of the Parent Company

Prepared by CSG Holding Co., Ltd.

| Items                      | Balance of this period | Balance of last period |
|----------------------------|------------------------|------------------------|
| I. Turnover                | 0                      | 741,079                |
| Less: Operation cost       | 0                      | 41,575                 |
| Business tax and surcharge |                        |                        |
| Sales expense              |                        |                        |

| Administrative expense                                  | 6,203,406   | 5,127,394   |
|---|-------------|-------------|
| Financial expenses                                      | 23,005,979  | 9,934,420   |
| Asset impairment loss                                   | -2,049      | -474,413    |
| Plus: gains from change of fair value<br>("-" for loss) |             |             |
| Investment gains ("-" for loss)                         | 8,735,293   | 6,554,035   |
| Incl. Investment gains from affiliates                  |             |             |
| II. Operational profit ("-" for loss)                   | -20,472,043 | -7,333,862  |
| Plus: Non business income                               | 839,045     |             |
| Less: Non-business expenses                             |             |             |
| Incl. Loss from disposal of non-current assets          |             |             |
| III. Total profit ("-" for loss)                        | -19,632,998 | -7,333,862  |
| Less: Income tax expenses                               |             |             |
| IV.Net profit ("-" for net loss)                        | -19,632,998 | -7,333,862  |
| V. Earnings per share                                   |             |             |
| (I) Basic earnings per share                            |             |             |
| (II) Diluted earnings per share                         |             |             |
| VI. Other misc gains                                    | 7,558,785   | -5,205,184  |
| VII. Total of integrated income                         | -12,074,213 | -12,539,046 |

CFO: Luo Youming

Manager of the financial department: Zhang Guoming

### 5. Consolidated Cash Flow Statement

Prepared by CSG Holding Co., Ltd.

| Items  | Balance of this period | Balance of last period |
|--|------------------------|------------------------|
| I. Net cash flow from business   |                        |                        |
| operation  |                        |                        |
| Cash received from sales of products and providing of services         | 1,702,304,935          | 1,788,311,553          |
| Net increase of customer deposits and capital kept for brother company |                        |                        |
| Net increase of loans from central bank                                |                        |                        |
| Net increase of inter-bank loans from other financial bodies           |                        |                        |

| Cash received against original insurance contract              |               |               |
|--|---------------|---------------|
| Net cash received from reinsurance<br>business                 |               |               |
| Net increase of client deposit and investment                  |               |               |
| Net increase of trade financial asset<br>disposal              |               |               |
| Cash received as interest, processing fee, and commission      |               |               |
| Net increase of inter-bank fund received                       |               |               |
| Net increase of repurchasing business                          |               |               |
| Tax returned   | 421,908       | 7,802,366     |
| Other cash received from business operation                    | 17,575,287    | 55,196,380    |
| Sub-total of cash inflow from business activities              | 1,720,302,130 | 1,851,310,299 |
| Cash paid for purchasing of merchandise and services           | 1,097,649,946 | 1,044,604,044 |
| Net increase of client trade and advance                       |               |               |
| Net increase of savings in central bank<br>and brother company |               |               |
| Cash paid for original contract claim                          |               |               |
| Cash paid for interest, processing fee and commission          |               |               |
| Cash paid for policy dividend                                  |               |               |
| Cash paid to staffs or paid for staffs                         | 250,906,812   | 198,865,070   |
| Taxes paid   | 182,733,978   | 212,834,025   |
| Other cash paid for business activities                        | 98,819,407    | 105,389,087   |
| Sub-total of cash outflow from business activities             | 1,630,110,143 | 1,561,692,226 |
| Cash flow generated by business operation, net                 | 90,191,987    | 289,618,073   |
| II. Cash flow generated by investing                           |               |               |
| Cash received from investment retrieving                       |               |               |
| Cash received as investment profit                             | 444,816       |               |

|  | [               |                |
|--|-----------------|----------------|
| Net cash retrieved from disposal of        |                 |                |
| fixed assets, intangible assets, and other | 8,328,943       | 4,556,623      |
| long-term assets                           |                 |                |
| Net cash received from disposal of         |                 |                |
| subsidiaries or other operational units    |                 |                |
| Other investment-related cash received     | 95,250,749      | 20,726,310     |
| Sub-total of cash inflow due to            | 104,024,508     | 25,282,933     |
| investment activities                      | 104,024,508     | 23,262,733     |
| Cash paid for construction of fixed        |                 |                |
| assets, intangible assets and other        | 411,824,679     | 452,169,132    |
| long-term assets                           |                 |                |
| Cash paid as investment                    | 55,914,929      |                |
| Net increase of loan against pledge        |                 |                |
| Net cash received from subsidiaries and    |                 | 20.001.200     |
| other operational units                    |                 | 39,001,200     |
| Other cash paid for investment             |                 | 7 000 000      |
| activities                                 |                 | 7,000,000      |
| Sub-total of cash outflow due to           | 4.55 500 600    | 400 170 222    |
| investment activities                      | 467,739,608     | 498,170,332    |
| Net cash flow generated by investment      | -363,715,100    | -472,887,399   |
| III. Cash flow generated by financing      |                 |                |
| Cash received as investment                | 21,136,000      | 21,085,757     |
| Incl. Cash received as investment from     |                 |                |
| minor shareholders                         | 21,136,000      | 21,085,757     |
| Cash received as loans                     | 2,027,074,580   | 1,613,758,324  |
| Cash received from bond placing            |                 |                |
| Other financing-related cash received      | 20,096,157      | 21,783,953     |
| Subtotal of cash inflow from financing     |                 |                |
| activities                                 | 2,068,306,737   | 1,656,628,034  |
| Cash to repay debts                        | 1,735,961,256   | 1,262,423,766  |
| Cash paid as dividend, profit, or          | CO 202 0750     |                |
| interests                                  | 63,293,058      | 31,372,734     |
| Incl. Dividend and profit paid by          |                 |                |
| subsidiaries to minor shareholders         |                 |                |
| Other cash paid for financing activities   |                 |                |
| Subtotal of cash outflow due to            | 1 700 05 1 01 1 | 1 000 70 4 500 |
| financing activities                       | 1,799,254,314   | 1,293,796,500  |

| Net cash flow generated by financing                                    | 269,052,423 | 362,831,534 |
|---|-------------|-------------|
| IV. Influence of exchange rate alternation on cash and cash equivalents | 136,529     | -342,924    |
| V. Net increase of cash and cash equivalents                            | -4,334,161  | 179,219,284 |
| Plus: Balance of cash and cash<br>equivalents at the beginning of term  | 276,450,869 | 447,736,537 |
| VI. Balance of cash and cash<br>equivalents at the end of term          | 272,116,708 | 626,955,821 |

Legal Representative: Zeng Nan CFO: Luo Youming

Manager of the financial department: Zhang Guoming

### 6. Cash Flow Statement of the Parent Company

Prepared by CSG Holding Co., Ltd.

| Items  | Balance of this period | Balance of last period |
|--|------------------------|------------------------|
| I. Net cash flow from business operation                       |                        |                        |
| Cash received from sales of products and providing of services |                        |                        |
| Tax returned   |                        |                        |
| Other cash received from business operation                    | 326,465                | 973,073                |
| Sub-total of cash inflow from business activities              | 326,465                | 973,073                |
| Cash paid for purchasing of merchandise and services           | 1,500                  | 2,379,075              |
| Cash paid to staffs or paid for staffs                         | 47,862,295             | 4,157,743              |
| Taxes paid   | 274,607                | 96,338                 |
| Other cash paid for business activities                        | 4,625,703              | 5,725,372              |
| Sub-total of cash outflow from business activities             | 52,764,105             | 12,358,528             |
| Cash flow generated by business operation, net                 | -52,437,640            | -11,385,455            |
| II. Cash flow generated by investing                           |                        |                        |
| Cash received from investment retrieving                       |                        |                        |

| Cash received as investment profit  | 18,685,428    | 32,232,027     |
|---|---------------|----------------|
| Net cash retrieved from disposal of<br>fixed assets, intangible assets, and other<br>long-term assets | 294           |                |
| 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   | 18,685,722    | 32,232,027     |
| Cash paid for construction of fixed<br>assets, intangible assets and other<br>long-term assets        | 143,185       | 10,617,775     |
| Cash paid as investment   | 114,778,929   | 313,104,626    |
| Net cash received from subsidiaries and other operational units                                       |               | 39,001,200     |
| Other cash paid for investment activities   |               | 787,603,647    |
| Sub-total of cash outflow due to investment activities  | 114,922,114   | 1,150,327,248  |
| Net cash flow generated by investment   | -96,236,392   | -1,118,095,221 |
| III. Cash flow generated by financing   |               |                |
| Cash received as investment   |               |                |
| Cash received as loans  | 1,871,301,593 | 1,544,058,284  |
| Cash received from bond placing   |               |                |
| Other financing-related cash received   | 1,016,912     |                |
| Subtotal of cash inflow from financing activities   | 1,872,318,505 | 1,544,058,284  |
| Cash to repay debts   | 1,719,250,000 | 309,058,284    |
| Cash paid as dividend, profit, or interests   | 28,228,411    | 3,176,062      |
| Other cash paid for financing activities  |               |                |
| Subtotal of cash outflow due to financing activities  | 1,747,478,411 | 312,234,346    |
| Net cash flow generated by financing  | 124,840,094   | 1,231,823,938  |
| IV. Influence of exchange rate alternation on cash and cash equivalents                               | 7,801         | 2,406,138      |
| V. Net increase of cash and cash  | -23,826,137   | 104,749,400    |

| equivalents  |             |             |
|--|-------------|-------------|
| Plus: Balance of cash and cash<br>equivalents at the beginning of term | 129,337,516 | 139,915,851 |
| VI. Balance of cash and cash<br>equivalents at the end of term         | 105,511,379 | 244,665,251 |

CFO: Luo Youming

Manager of the financial department: Zhang Guoming

## **II. Report of the Auditors**

Whether the First Quarter Report has been audited or not

 $\Box$  Yes  $\sqrt{No}$ 

The First Quarter Report hasn't been audited.

**Board of Directors of** 

### CSG Holding Co., Ltd.

22 April 2014