

Stock Code: 200160

Short Form of the Stock: Nanjiang-B

Public Notice No: 2015-074

**Chengde Nanjiang Co., Ltd.**  
**THE THIRD QUARTERLY REPORT FOR 2015 (TEXT)**

## **Section I. Important Notes**

Board of Directors and the Supervisory Committee of Chengde Nanjiang 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, individual and/or joint, for the reality, accuracy and completion of the whole contents.

All directors of the Company are attended the Meeting for quarterly report deliberation.

Principal of the Company Zhao Yongsheng, Person in Charge of Accounting Works Zhao Yongsheng and Person in Charge of Accounting Organ (Accounting Officer) Liu Fengguo hereby confirm that the Financial Report of the Third Quarterly Report is authentic, accurate and complete.

## Section II. Main accounting data and changes of shareholders

### I. Main accounting data and index

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

☐ Yes ☒ No

	Current period-end		Period-end of last year	Increase/decrease
Total assets(RMB)	614,936,432.32		642,501,296.47	-4.29%
Net assets attributable to shareholders of listed company (RMB)	415,271,977.01		289,982,016.44	43.21%
	Current period	Increase/decrease in comparison with same period of last year	Year-begin to end of the Period	Increase/decrease in comparison with year-begin to Period-end of last year
Operating revenue (RMB)	107,993,371.65	-12.87%	465,813,996.25	36.69%
Net profit attributable to shareholders of the listed company (RMB)	1,742,667.13	-89.56%	121,888,560.55	238.30%
Net profit attributable to shareholders of the listed company after deducting non-recurring gains and losses(RMB)	2,511,802.22	139.89%	21,798,757.95	224.57%
Net cash flow arising from operating activities(RMB)	--	--	16,481,722.11	116.79%
Basic earnings per share (RMB/Share)	0.002	-91.67%	0.173	239.22%
Diluted earnings per share (RMB/Share)	0.002	-91.67%	0.173	239.22%
Weighted average ROE	0.42%	-6.61%	34.73%	18.91%

Items and amount of extraordinary profit (gains)/losses

☒ Applicable ☐ Not applicable

In RMB

Item	Amount from year-begin to end of the Period	Note
Gains/losses from the disposal of non-current asset (including the	103,610,779.62	Earnings from land assets transfer

write-off that accrued for impairment of assets)		
Other non-operating income and expenditure except for the aforementioned items	-3,520,977.02	
Total	100,089,802.60	--

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

☐ Applicable ☒ Not applicable

In reporting period, the Company has no particular about 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*.

## II. Statement of the total shareholders and shares-held of top ten shareholders at end of the Period

### 1. Statement of the total common shareholders and shares-held of top ten common shareholders at end of the Period

In share

Total common shareholders in reporting period-end		19,555				
Shares-held of top ten common shareholders						
Shareholders	Nature of shareholder	Proportion of shares held	Amount of shares held	Amount of non-tradable shares held	Number of share pledged/frozen	
					State of share	Amount
Wang Dong	Domestic natural person	29.49%	208,324,800	208,324,800		
China Everbright Securities (HK) Limited	Foreign corporate	13.28%	93,833,093	0		
GUOTAI JUNAN SECURITIES(HONGKONG) LIMITED	Foreign corporate	6.87%	48,524,062	0		
Chengde North Industrial Corporation	Domestic non-state owned legal person	2.62%	18,517,651	18,517,651		
Wang Zhengsong	Domestic natural person	1.89%	13,327,891	13,327,891		

Wang Wensheng	Domestic natural person	1.03%	7,258,007	0		
Zhou Haihong	Domestic natural person	0.95%	6,708,495	0		
Li Tianyun	Domestic natural person	0.73%	5,158,000	0		
Shanghai Wanguo (H.K) Securities	Foreign corporate	0.71%	4,995,920	0		
Chen Yan	Domestic natural person	0.57%	4,023,256	0		
Tradable shares held by top 10 shareholders						
Shareholders	Amount of tradable shares held	Type of shares		Type	Amount	
China Everbright Securities (HK) Limited	93,833,093	Domestically listed foreign shares			93,833,093	
GUOTAI JUNAN SECURITIES(HONGKONG) LIMITED	48,524,062	Domestically listed foreign shares			48,524,062	
Wang Wensheng	7,258,007	Domestically listed foreign shares			7,258,007	
Zhou Haihong	6,708,495	Domestically listed foreign shares			6,708,495	
Li Tianyun	5,158,000	Domestically listed foreign shares			5,158,000	
Shanghai Wanguo (H.K) Securities	4,995,920	Domestically listed foreign shares			4,995,920	
Chen Yan	4,023,256	Domestically listed foreign shares			4,023,256	
Zhao Ziying	3,286,616	Domestically listed foreign shares			3,286,616	
VANGUARD TOTAL	3,182,875	Domestically			3,182,875	

INTERNATIONAL STOCK INDEX FUND		listed foreign shares	
Peng Wei	2,978,525	Domestically listed foreign shares	2,978,525
Explanation on associated relationship among the aforesaid shareholders	The Company is unknown whether there exists associated relationship or belongs to consistent actor regulated by “management method for acquisition of listed company” among the above said shareholders.		
Explanation on shareholders involving margin business about top ten common shareholders (if applicable)	N/A		

Whether top ten common shareholders or top ten common shareholders with un-restrict shares held have a buy-back agreement dealing in reporting period

☐ Yes ☒ No

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

## 2. Total of shareholders with preferred stock held and the top ten shareholdings in Period-end

☐ Applicable ☒ Not applicable

## Section III. Important events

### I. Particular about major changes from items of main accounting statements and financial indexes as well as reasons

√ Applicable    □ Not applicable

1. Items of balance sheet						
Serial	Item	Closing balance	Opening balance	Changes		Reasons
				Amount	Ratio	
1	Monetary fund	79,966,390.15	36,998,545.17	42,967,844.98	116.13%	The house-selling money received in the Period increased
2	Account receivable	3,731,171.15	2,722,676.66	1,008,494.49	37.04%	Credit sale operation at period-end increased
3	Account paid in advance	22,136,445.52	7,780,145.39	14,356,300.13	184.52%	The account paid in advance for engineering increased during the Period
4	Other account receivables	89,395,601.44	11,008,292.44	78,387,309.00	712.08%	The receivable account for government land purchasing-and-storage increased in the Period
5	Other current assets	7,496,677.69	24,131,851.80	-16,635,174.11	-68.93%	The tax paid in advance was close to gains/losses
6	Intangible assets	5,461,790.60	11,902,512.97	-6,440,722.37	-54.11%	The government land purchasing-and-storage in the Period
7	Account receivable	21,665,650.35	10,425,920.41	11,239,729.94	107.81%	Procurement payment payable in the Period
8	Account received in advance	95,689,012.56	290,954,152.81	-195,265,140.25	-67.11%	House account received in advance was close to revenue
9	Other payables	46,586,448.33	14,624,828.17	31,961,620.16	218.54%	The intercourse funds received in the period increased
2. Items of profit statement						
Serial	Item	This Period	Last period	Changes		Reasons
				Amount	Ratio	
1	Operation revenue	465,813,996.25	340,773,707.74	125,040,288.51	36.69%	Real estate project close to revenue in the Period

2	Business tax and surcharge	23,682,943.35	175,909.40	23,507,033.95	13363.15%	Real estate project close to revenue in the Period
3	Sales expense	1,834,389.20	2,863,009.15	-1,028,619.95	-35.93%	Marketing expenses declined in the Period
4	Non-operation revenue	104,095,952.29	59,203,175.73	44,892,776.56	75.83%	Earnings from land transfer increased in the Period
5	Income taxes expenses	23,911,569.38	-23,637.85	23,935,207.23	101257.97%	The payable income tax increased in the Period

**3. Items of cash flow statement**

Serial	Item	This Period	Last period	Changes		Reasons
				Amount	Ratio	
1	Net cash flow arising from operating activities	16,481,722.11	-98,162,930.60	114,644,652.71	116.79%	The house-selling money received in the Period increased
2	Net cash flow arising from investment activities	26,486,122.87	48,710,324.62	-22,224,201.75	-45.63%	Account received from land transfer decreased in the Period

**II. Progress and influence of the main events as well as solution analysis specification**

□ Applicable    √ Not applicable

**III. Commitments made by the Company or shareholders holding above 5% shares of the Company in reporting period or made in previous period and extending to reporting period**

√ Applicable    □ Not applicable

Commitments	Commitment party	Contents	Dated for commitment	Commitment term	Implementation
Share Merger Reform					
Commitments in report of acquisition or equity change	Controlling shareholder	1. Commitments in aspect of independency of listed company: For the equity changes, that is 208,324,800 shares of Chengde Dalu Co., Ltd held by Chen Rong was transfer, Wang Dong guarantee there are no influence on the independent of employee, financial, institution, business and integrity of assets of Chengde Dalu Co., Ltd. After transaction, Chengde Dalu Co., Ltd still has the ability of independent operation and owes independent legal person, and continues to owes the independency of institution, assts, employees,	2012-04-24	Duration of the Company	Implementing

		production and financial. 2. Commitments for horizontal competition: after 208,324,800 shares of Chengde Dalu Co., Ltd held by Chen Rong was transfer, Wang Dong guarantee there are no or potential horizontal competition between the Chengde Dalu Co., Ltd and Wang Dong and related parties of Wang Dong			
Commitments in assets reorganization	Controlling shareholder	The performance compensation commitment: net profit (deducting non-recurring gains and losses) for 2012, 2013, 2014 and 2015 for Runhua Rural Water (Tianjin) International Trade Co., Ltd. Respectively can't be less than 306,300 Yuan, 904,000 Yuan, 1,500,000 Yuan and 3,400,000 Yuan. If the actual net profit is less than the promised, the controlling shareholders shall perform the obligations of profit compensation accordingly.	2013-04-10	2012-2015	Implementing normally
Commitment made during the IPO or refinancing					
Other commitments to minority shareholders of the Company					
Completed on time or not	Yes				

#### IV. Estimation of operation performance for year of 2015

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

☐Applicable ☒Not applicable

#### V. Particular about security investment

☐ Applicable ☒ Not applicable

The Company had no security investment in Period.

#### VI. Explanation on equity of other listed company held

☐ Applicable ☒ Not applicable

No security investment in Period.

**VII. Particulars about derivatives investment**

☐ Applicable    ☒ Not applicable

The Company had no derivatives investment in Period.

**VIII. Registration form of receiving research, communication and interview in the report period**

☒ Applicable    ☐ Not applicable

Date	Place	Way	Type	Object	Content discussed and documents provided
2015-07-23	Securities department of the Company	Telephone	Personal	Investor	Suspension condition of the Company, no material required
2015-09-17	Securities department of the Company	Telephone	Personal	Investor	Current situation of the Company, no material required

**IX. External guarantee get out of line**

☐ Applicable    ☒ Not applicable

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

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

☐ Applicable    ☒ Not applicable

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