

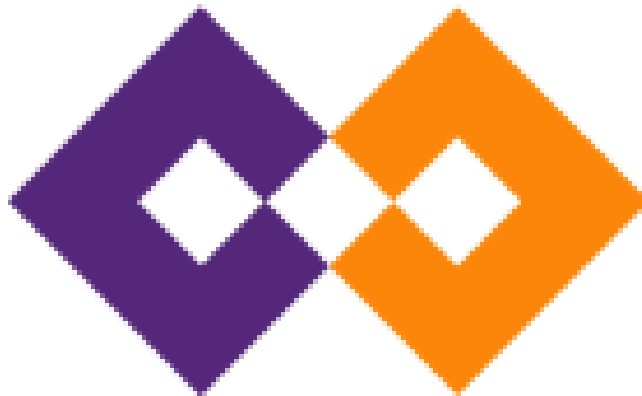
Stock code: 000018 ,200018

Stock ID : Sino Great Wall ,Sino B

Announcement No. 2017-093

Sino Great Wall Co., Ltd.

The Third Quarterly Report 2017



October 2017

1 Important Notice

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

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

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

II. Basic information about the company

(1) Main financial data and financial index

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

Yes No

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

Items and amount of non-current gains and losses

Applicable Not applicable

In RMB

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

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

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

Applicable Not applicable

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

II. Total Shareholders and Shares Held by Top Ten Shareholders at the End of the Reporting Period**1. About Total Common Shareholders, Total Preference Shareholders with the Voting Power Recovered and the Shares Held by Top Ten Common Shareholders**

In shares

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

| Investment Fund | | | | | | |
|---|--|--|------------|---|--------|------------|
| Qinghai Heyi Mining Co.,Ltd/ | Domestic Non-State-owned legal person | 0.79% | 13,357,084 | 0 | Pledge | 13,357,000 |
| Shares held by the Top 10 Shareholders of Non-restricted shares | | | | | | |
| Name of the shareholder | Quantity of unrestricted shares held at the end of the reporting period | Share type | | | | |
| | | Share type | Quantity | | | |
| STYLE-SUCCESS LIMITED | 92,970,910 | Foreign shares placed in domestic exchange | 92,970,910 | | | |
| Union Holdings Co., Ltd. | 87,935,921 | RMB Common shares | 87,935,921 | | | |
| Huatai Securities Co., Ltd. | 29,792,520 | RMB Common shares | 29,792,520 | | | |
| Rich Crown Investment Co., Ltd. | 23,235,313 | Foreign shares placed in domestic exchange | 23,235,313 | | | |
| China International Finance Co., Ltd. | 19,955,594 | RMB Common shares | 19,955,594 | | | |
| Bank of China – Fortis Income Growth Securities Investment Fund | 16,558,178 | RMB Common shares | 16,558,178 | | | |
| Qinghai Heyi Mining Co.,Ltd/ | 13,357,084 | RMB Common shares | 13,357,084 | | | |
| Huang Huaian | 10,115,000 | RMB Common shares | 10,115,000 | | | |
| Cai Yu | 9,000,000 | RMB Common shares | 9,000,000 | | | |
| National Trust Co., Ltd. – No.2 Jinhui Capital Trust Plan | 8,270,000 | RMB Common shares | 8,270,000 | | | |
| Explanation on associated relationship or concerted action of the above shareholders | Mr. Chen Lue and Ms. He Feiyan are the unanimous persons; Union Holding Co., Ltd. and Rich Crown Investment Co., Ltd. and the other shareholders of circulation do not know whether there is any related relationship. | | | | | |
| Note to the top 10 common stockholders involved in margin financing & securities lending (If any) | Nil | | | | | |

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

buy-back agreement dealing in reporting period.

Yes No

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

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

Applicable Not applicable

III. Significant Events

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

√ Applicable □ Not applicable

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

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

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

√ Applicable □ Not applicable

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

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

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

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

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

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

√ Applicable □ Not applicable

| Commitment | Commitment maker | Type | Contents | Time of making commitment | Period of commitment | Fulfillment |
|--|---------------------|------------|---|---------------------------|----------------------|-------------------|
| Commitment on share reform | No | | No | | No | No |
| Commitment in the acquisition report or the report on equity changes | No | | No | | No | No |
| Commitments in assets reorganization | Chen Lue, He Feiyan | Share lock | Shares acquired by purchases of assets through issuing shares: "I will not transfer the new shares of Victor Onward Holdings acquired through this restructuring, including but not limited to the public transfer through the stock market or by agreement, and I will not entrust anybody else to manage my shares of Victor Onward Holdings, within 36 months from the date new shares list and before the date I've carried out my obligations of performance compensation under this restructuring(subject to whatever is early, hereinafter referred to as "lock-up periods"). If the closing price of shares of Victor Onward Holdings were lower than this issue price for 20 continuous trading days in 6 months after the restructuring transaction has been completed, or the final closing price were lower than this issue price 6 months after the transaction has been completed, the lock-up periods of my shares of Victor Onward Holdings are automatically prolonged for 6 months. (The above-mentioned issue price will be calculated according to the price after the adjustment of ex-dividend, etc. if ex-dividend behaviors of the company, including | March 19,2015 | 36 months | Strict performing |

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

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

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

| | | | | | | |
|--|----------|-------------------|--|---------------|-----------|-------------------|
| | Chen Lue | Cash compensation | <p>“At present, Suzhou Lvbang has possessed one state-own land use right, of which the land certificate is Suzhou Guo Yong(2014) No.Y2014086”, locates in Danan Village, Dadian Town, Yongqiao District, Suzhou City with 32,966 square meters of area and the purpose for industry. Suzhou Lvbang possesses its own factory with 9,843.87 square meters of area above-mentioned, which is the building reserved on the former selling land. Suzhou Lvbang is carrying out refurbishing and reconstruction for this factory and has acquired “License of Construction Land Planning ”with No.2014-08-001 approved and issued by Yongqiao District, Suzhou City’s housing and rural construction bureau, of which other examination and approval procedures of construction are in the process of handling “I undertake to actively supervise and urge Suzhou Lvbang on handling procedures of the approval process involved with factor refurbishing and reconstruction, and which is suffered from administrative punishment by relevant competent authorities in reason of claiming certificate of title, or in which any dispute or controversy exist in construction and ownership, which shall be my responsibility to carry out solution, and I undertake to compensate by cash for Suzhou Lvbang’s losses which are due to this matter, guaranteeing no losses occur to Sino Great Wand Suzhou Lvbang for this matter.”</p> | March 19,2015 | Long term | Strict performing |
| | Chen Lue | Cash compensation | <p>“According to the “Agreement of Significant Asset Replacement and Issue of Share to Buy Asset”(hereinafter referred to as “Agreement”) signed among Victor Onward Holdings, all shareholders of Sino Great Wall and Union Development Group Co., Ltd (hereinafter referred to as“ Union Group”) on October 13, 2014, all the creditor’s rights and liabilities related to place-out asset before the delivery date of Victor Onward Holdings shall be Union Group’s responsibility to carry out solution; After the asset delivery date, if any losses occur</p> | March 19,2015 | Long term | Strict performing |

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

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

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

| | | | | | | |
|--|----------------------------------|-----------------|---|---------------|-----------|-------------------|
| | | | <p>company as much as possible. As for any unavoidable or reasonable related transaction, I or the enterprise under my possession will sign the agreement according to laws and fulfill the lawful procedure, and fulfill relevant approval procedure for internal decision-making and timely fulfill the obligation of disclosing information according to law, following relevant laws, regulations, other normative documents and articles of listed company, which is to guarantee the fairness and reasonableness in related transaction pricing, to guarantee the fairness of transaction condition and to guarantee not to utilize the related transaction to illegally transfer the capital and profit of listed company, and not to utilize this transaction to engage in any behaviors which will cause any losses to listed company or other shareholder's legitimate rights. Once I violate the above promises and cause losses to the listed company, I will compensate the listed company for the losses caused by the this matter.</p> | | | |
| | Union Development Group Co., Ltd | Income disposal | <p>During the assets reorganization, the house property and land without property certificate in the disposed assets within the plant area of Kuixin Community of Kuichong Street of Longgang District and the expected compensations, as well as the expected compensations concerning to the regaining of plots planned as schools within the right of land use of Nanyou Industrial Park of Nanshan District have not been recorded in the assessment. Therefore, Union Group promises that after the reorganization, if Union or a third party appointed by Union receives compensations or incomes related to above-mentioned disposed assets which are house property and land without property certificate as well as regaining of plots planned as schools, Union will return the benefits to Victor Onward Holdings, in 10 working days since the collection. The actual costs and fees during the possession of the house property and</p> | March 19,2015 | Long term | Strict performing |

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

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

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

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

IV. Prediction of Business performance for 2017

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

Applicable Not applicable

V. Investment in securities

Applicable Not applicable

No Securities investment in period

VI. Investment in derivatives

Applicable Not applicable

There is no derivative investment during the report period.

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

Applicable Not applicable

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

VIII. External guarantee get out of line

Applicable Not applicable

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

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

Applicable Not applicable

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

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

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