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## 四川成渝高速公路股份有限公司 Sichuan Expressway Company Limited\*

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 00107)

### 2015 Third Quarterly Report

This announcement is made by Sichuan Expressway Company Limited\* (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The financial data of the Company for the third quarter of 2015 is unaudited and has been prepared in accordance with the China Accounting Standards for Business Enterprises.

#### 1. IMPORTANT NOTICE

- 1.1 The board (“**Board**”) of directors (“**Directors**”), the supervisory committee and the Directors, supervisors and senior management of the Company shall ensure the truthfulness, accuracy and completeness of the information contained in the quarterly report (the “**Quarterly Report**” or the “**Report**”) and there are no false representations, misleading statements contained in or material omissions from the Report for which they shall assume joint and several liability.
- 1.2 All Directors of the Company attended the Board meeting to review the Quarterly Report.

1.3 Mr. Zhou Liming, person in charge of the Company, Mr. Li Wenhui, person in charge of accounting and Mr. Sun Ou, head of the accounting department (accounting officer), have declared and confirmed the truthfulness, accuracy and completeness of the financial statements in the Quarterly Report.

1.4 The Company's third Quarterly Report is unaudited. The reporting period of the Report (the “**Reporting Period**” or “**Period**”) covers the three months ended 30 September 2015.

## 2. PRINCIPAL FINANCIAL DATA OF THE COMPANY AND CHANGES IN SHAREHOLDERS

### 2.1 Principal financial data

*Unit: yuan    Currency: RMB*

	As at the end of the Reporting Period	As at the end of last year	Increase/decrease as at the end of the Reporting Period compared to that as at the end of last year (%)
Total assets	30,832,309,565.69	28,799,138,739.91	7.06
Net assets attributable to shareholders of the Company (“Shareholders”)	12,337,131,014.32	11,766,023,545.87	4.85
	From the beginning of the year to the end of the Reporting Period (January to September)	From the beginning of last year to the end of the reporting period of last year (January to September)	Increase/decrease over the same period last year (%)
Net cash flows from operating activities	826,709,624.99	1,476,682,038.80	-44.02

	<b>From the beginning of the year to the end of the Reporting Period (January to September)</b>	From the beginning of last year to the end of the reporting period of last year (January to September)	Increase/decrease over the same period last year (%)
Operating revenue	<b>4,817,853,499.16</b>	5,830,190,852.59	-17.36
Net profit attributable to Shareholders of the Company	<b>823,298,656.21</b>	851,820,566.37	-3.35
Net profit net of non-recurring profit and loss attributable to Shareholders of the Company	<b>814,494,809.11</b>	839,382,514.78	-2.97
Weighted average return on net assets (%)	<b>6.81</b>	7.45	
Basic earnings per share ( <i>Yuan/share</i> )	<b>0.2692</b>	0.2785	-3.34
Diluted earnings per share ( <i>Yuan/share</i> )	<b>0.2692</b>	0.2785	-3.34

**Non-recurring items and amounts**

☒ Applicable      ☐ Not applicable

*Unit: yuan    Currency: RMB*

<b>Item</b>	<b>Amount in the Period (July to September)</b>	<b>Amount from the beginning of the year to the end of the Reporting Period (January to September)</b>
Profit or loss from disposal of non-current assets	-285,336.45	-1,085,858.04
Incidental tax refund or exemption in relation to documents of unauthorized approval or without formal approval		
Government subsidies included in profit or loss in the current Period, but excluding those closely related to the Company's normal business operations, in line with national policies and regulations and in accordance with certain fixed amounts on a continuous basis	275,869.56	2,788,392.99
Fund possession cost paid by non-financial enterprises and recorded under current profit and loss		
Profit arising from investment costs for acquisition of subsidiaries, associates and joint ventures less than the revenue generated from their identifiable net assets of the invested entity at fair value at the time of acquisition		
Profit or loss of non-monetary asset swap		
Profit or loss from entrusted investment or asset management		
Provision for impairment of assets due to force majeure i.e. natural disaster		
Profit or loss from debt restructuring		
Corporate restructuring expenses, i.e. expenses on employee placement, integration costs, etc.		
Profit or loss from the excess of the fair value of a transaction of unfair consideration		

Item	Amount in the Period (July to September)	Amount from the beginning of the year to the end of the Reporting Period (January to September)
Current net profit or loss of subsidiaries resulting from merger of enterprises under common control from the beginning of the period to the date of merger		
Profit or loss from contingencies irrelevant to the normal operations of the Company		
Except the effective hedging business associated with the Company's normal operation, profit or loss from changes in fair value arising from holding tradable financial assets and tradable financial liabilities, and investment income from disposal of tradable financial assets, tradable financial liabilities and available-for-sale financial assets		
Write back of the provision for impairment of accounts receivable individually tested for impairment		
Profit or loss from external entrusted loans		
Profit or loss from changes in fair value of investment properties using the fair value model for subsequent measurement		
Effects of one-off adjustment to current profit or loss in accordance with laws and regulations on taxation and accounting, etc.		
Income of entrustment fees from entrusted operations		
Other operating income and expenses except for the above items	3,658,059.41	8,098,310.46
Other profit and loss items falling within the meaning of non-recurring profit and loss		
Amount of effect of income tax	-535,727.95	-1,349,843.53
Amount of effect on the interest of minority shareholders (after tax)	28,663.91	352,845.22
Total	<u>3,141,528.48</u>	<u>8,803,847.10</u>

## 2.2 The total number of Shareholders, shareholding status of the top ten Shareholders and the top ten Shareholders of circulating shares (or Shareholders not subject to trading restriction) as of the end of the Reporting Period

*Unit: Share*

Total number of Shareholders                      96,272 Shareholders (including 95,991 holders of A shares and 281 holders of H shares)

### Shareholding of the top ten Shareholders

Name of Shareholders (Full name)	Number of shares at the end of the Period	Shareholding percentage (%)	Number of shares subject to trading restriction	Pledged or frozen Share status	Number	Type of Shareholders
Sichuan Transportation Investment Group Corporation	1,035,914,278	33.87	0	Nil	Nil	State
HKSCC Nominees Limited ( <i>Note</i> )	890,256,454	29.11	0	Not known	Not known	Foreign legal person
China Merchants Huajian Highway Investment Co., Ltd.	664,487,376	21.73	0	Nil	Nil	State-owned legal person
Han Shaoming	3,489,484	0.11	0	Nil	Nil	Domestic natural person
Zhang Yuxuan	2,978,300	0.10	0	Nil	Nil	Domestic natural person
Yang Yi	2,127,000	0.07	0	Nil	Nil	Domestic natural person
China Securities Finance Corporation Limited	1,992,700	0.07	0	Nil	Nil	Domestic natural person
Weng Tianbo	1,792,881	0.06	0	Nil	Nil	Domestic natural person
Yao Jinzhong	1,788,000	0.06	0	Nil	Nil	Domestic natural person
Beijing Haoshijia Gas Equipment Co., Ltd. (北京好石佳燃氣設備有限責任公司)	1,771,800	0.06	0	Nil	Nil	Domestic non-state-owned legal person

## Shareholding of the top ten Shareholders of shares not subject to trading restriction

Name of Shareholders	Number of shares not subject to trading restriction	Class and number of shares	
		Class	Number
Sichuan Transportation Investment Group Corporation	1,035,914,278	RMB ordinary shares	975,060,078
HKSCC Nominees Limited	890,256,454	Foreign shares listed overseas	60,854,200
		RMB ordinary shares	1,300,455
		Foreign shares listed overseas	888,955,999
China Merchants Huajian Highway Investment Co., Ltd.	664,487,376	RMB ordinary shares	664,487,376
Han Shaoming	3,489,484	RMB ordinary shares	3,489,484
Zhang Yuxuan	2,978,300	RMB ordinary shares	2,978,300
Yang Yi	2,127,000	RMB ordinary shares	2,127,000
China Securities Finance Corporation Limited	1,992,700	RMB ordinary shares	1,992,700
Weng Tianbo	1,792,881	RMB ordinary shares	1,792,881
Yao Jinzhong	1,788,000	RMB ordinary shares	1,788,000
Beijing Haoshijia Gas Equipment Co., Ltd. (北京好石佳燃氣設備有限責任公司)	1,771,800	RMB ordinary shares	1,771,800

Explanations on the connected relationship or concerted-party relationship among the aforementioned Shareholders

There is no connected relationship between Shareholders holding state-owned shares and state-owned legal person Shareholders in above tables. Besides, the Company is not aware whether there is any connected relationship or concerted-party relationship among the aforementioned other Shareholders, or between the aforementioned Shareholders holding state-owned shares and state-owned legal person Shareholders and the aforementioned other Shareholders.

*Note:* The H shares held by Hong Kong Securities Clearing Company Nominees Limited were held on behalf of various holders of H shares, including 60,854,200 H Shares of the Company held by STI.

**2.3 Total number of holders of preference shares, top 10 holders of preference shares and top 10 holders of preference shares not subject to trading restriction as of the end of the reporting period**

☐ Applicable ☒ Not applicable

**3. SIGNIFICANT EVENTS**

**3.1 Significant changes in items in the principal accounting statement and financial indicators of the Company and the reasons therefor**

☒ Applicable ☐ Not applicable

(1) Material changes in items of balance sheet as at the end of the Reporting Period and explanations thereon (*Unit: RMB, yuan*)

Item	Closing balance at the end of the Period	Opening balance at the beginning of this year	Increase/ decrease in amount	Increase/ decrease in percentage	Explanations on changes
Cash on hands and at bank	2,385,949,151.48	3,752,077,040.68	-1,366,127,889.20	-36.41%	Mainly due to the funding for the construction of Suiguang-Suixi Expressways
Accounts receivable	214,448,179.07	561,975,068.07	-347,526,889.00	-61.84%	Mainly due to the collection of the payment for the maintenance works of expressways and for the construction works of the Baen Project
Payments in advance	1,072,839,639.99	762,698,624.20	310,141,015.79	40.66%	Mainly due to increase in the advance payment for project construction and labour costs
Other receivables	704,169,568.00	435,864,521.15	268,305,046.85	61.56%	Mainly due to the payment to Renshou Bank for the funding for the equity acquisition and the performance bonds, quality guarantee and labour costs for the additional projects
Available-for-sale financial assets	292,129,813.92	158,823,898.92	133,305,915.00	83.93%	Mainly due to the purchase of financial management products
Long-term receivables	1,443,346,657.36	643,825,396.80	799,521,260.56	124.18%	Mainly due to the payments for additional finance lease, new projects and the return on investments
Long-term equity investment	223,851,311.43	71,916,508.17	151,934,803.26	211.27%	Mainly due to the paid-in capital contribution of RMB150 million to Chengyu Development Fund (成渝發展基金), a limited-liability joint-venture



Item	Closing balance at the end of the Period	Opening balance at the beginning of this year	Increase/ decrease in amount	Increase/ decrease in percentage	Explanations on changes
Projects in progress	38,682,257.71	9,406,269.43	29,275,988.28	311.24%	Mainly due to the road surface overlay project for the sub-sections of the expressways under our management
Short-term borrowings	300,000,000.00	120,000,000.00	180,000,000.00	150.00%	Mainly due to the additional borrowings for daily operations and management
Advance receipts	197,778,164.46	49,415,831.45	148,362,333.01	300.23%	Mainly due to receipt of payments for project construction and purchasing properties in advance
Employee remuneration payable	15,327,091.49	58,424,082.59	-43,096,991.10	-73.77%	Mainly due to payment of annual year-end assessment bonus for last year
Other current liabilities	5,109,554.24	1,187,985.28	3,921,568.96	330.10%	Mainly due to the reclassification of government grants, from which the gain or loss was expected to be carried over within one year, into this category
Special reserves	17,697,444.20	11,646,230.42	6,051,213.78	51.96%	Mainly due to the provision for the production safety expenditure for the petroleum products sale business
Other comprehensive income	28,647,287.92	42,244,889.46	-13,597,601.54	-32.19%	Mainly due to the changes in the fair value of available-for-sale financial assets as a result of the fluctuations in the share price

(2) Material changes in items of income statement during the Reporting Period and explanations thereon (*Unit: RMB, yuan*)

Item	From the beginning of the year to the end of the Reporting Period	Same period last year	Increase/ decrease in amount	Increase/ decrease in percentage	Explanations on changes
Selling expenses	35,752,175.08	26,537,978.07	9,214,197.01	34.72%	Mainly due to the provision for the production safety expenditure for the petroleum products sale business and the increase in leasing expenses of gas stations
Gains from investments	24,656,913.89	10,952,695.98	13,704,217.91	125.12%	Mainly due to the dividend distribution by Sichuan Trust and Everbright Bank during the Period, the increase in the dividends distributed by Airport Expressway and the compensation for the agreement paid by PetroChina

Item	From the beginning of the year to the end of the Reporting Period	Same period last year	Increase/decrease in amount	Increase/decrease in percentage	Explanations on changes
Non-operating expenses	5,137,613.05	1,116,997.64	4,020,615.41	359.95%	Mainly due to the retirement of gas station assets and increase in maintenance expenditure of road assets and additional charitable donation expenses
Minority interests	20,478,406.65	75,612,162.25	-55,133,755.60	-72.92%	Mainly due to the decrease in the profit of Trading Construction Company, a subsidiary.
Net other comprehensive income after tax attributable to shareholders of the Company	-13,597,601.54	1,479,164.02	-15,076,765.56	-1019.28%	Mainly due to the changes in the fair value of available-for-sale financial assets as a result of the fluctuations in the share price

(3) Material changes in items of the cash flow statement during the Reporting Period and explanations thereon (*Unit: RMB, yuan*)

Item	From the beginning of the year to the end of the Reporting Period	Same period last year	Increase/decrease in amount	Increase/decrease in percentage	Explanations on changes
Net cash flows from operating activities	826,709,624.99	1,476,682,038.80	-649,972,413.81	-44.02%	Mainly due to the inclusion of the sale business of chemical products during the same period last year
Net cash flows from investing activities	-3,077,144,286.41	-1,646,847,295.90	-1,430,296,990.51	86.85%	Mainly due to the increase in the expenditure of the Suiguang-Suixi Expressways Project, purchase of financial management products, expenditure from the subscription to the equity interests of Renshou Bank and investment expenses on Chengyu Development Fund (成渝發展基金)
Net cash flows from financing activities	884,672,494.54	2,261,280,626.45	-1,376,608,131.91	-60.88%	Mainly due to the decrease in new borrowings and the repayment of interests on borrowings

### 3.2 Progress of significant events and their impacts and the analysis and explanation of solutions

☒ Applicable      ☐ Not applicable

- (1) Suiguang Suixi Expressways BOT Project (the project of Sichuan Suiguang (Suining to Guang'an) Expressway and Sichuan Suixi (Suining to Xichong) Expressway in the form of BOT (building-operation-transfer))

The Company held the first extraordinary general meeting of the year 2012 on 13 January 2012, to consider and approve the investment plan of the Suiguang-Suixi Expressways BOT Project. According to the preliminary design plan of the project, the total length is approximately 164.826km with an operation period of 29 years and 336 days and the approved estimated preliminary investment is approximately RMB11.887 billion. In July 2012, the Company established Sichuan Suiguang Suixi Expressway Company Limited to be in full charge of the preparation, construction, operation, management and transfer of the Suiguang-Suixi Expressways BOT Project. From the date of its commencement of construction to 30 September 2015, a total of approximately RMB8.292 billion has been invested on the Suiguang-Suixi Expressways BOT Project on a cumulative basis, accounting for approximately 69.76% of the estimated total investment of the project.

- (2) Renshou Land-linked Pilot BT Project (the land-linked pilot project in Renshou County, Meishan City in the form of BT (building-transfer))

On 28 January 2011, the Company convened the thirty-fourth meeting of the fourth session of the Board, considered and approved the proposal in relation to the investment in Renshou Land-linked Pilot BT Project. In July 2011, Chengdu Shuhong Property Company Limited ("**Shuhong Company**") was established to take charge of the execution of the project. The Renshou Land-linked Pilot BT Project, with an estimated total investment of approximately RMB280.270 million, is located at Gaotan village, Wenlin Town (where the county government is located), Renshou County, Sichuan Province which involves a land area of approximately 4,848 mu. The investment includes relocation of farmers' houses, settlement of "San Tong Yi Ping" (三通一平, generally referred to as site clearance and resettlement, connecting temporary water and electricity supply to the site and road connection to the site) as well as construction of ancillary municipal roads, resettlement houses (including preparation work) (approximately 112,700 sq.m.) and ancillary facilities at the resettlement site. From the

date of its commencement of construction to 30 September 2015, a total of approximately RMB245 million had been invested on a cumulative basis in Renshou Land-linked Pilot BT Project, accounting for approximately 87.50% of the estimated total investment of the project.

- (3) Shuangliu West Airport Phase VI BT Project (the road project within the Airport High-tech Industrial Functional Zone at Shuangliu County, Chengdu City in the form of BT (building-transfer), which is referred to as the “West Airport Development Zone Phase VI Road Engineering BT (building-transfer) Project” by the Transportation Bureau of Shuangliu County, Chengdu City, the tenderer of this project)

On 13 January 2012, the Company convened the forty-first meeting of the fourth session of the Board, considered and approved the resolution in relation to the investment in and construction of Shuangliu West Airport Phase VI BT Project, and approved Sichuan Shunan Investment Management Company Limited (“**Shunan Company**”) to be the project company responsible for the preparation, construction and transfer of the project. On 17 January 2012, the Company won the bid to undertake the project, content of which includes a total of 4 roads, i.e. south extension line of Aviation Avenue, the road on the east side of Rayspower, Airport Road No. 4 and the west extension line of Industrial Park Avenue, with a total length of approximately 8.84 km. The estimated total investment amount is approximately RMB616.07 million, including land requisition and relocation fee of approximately RMB163.03 million and expenditures for road construction and installation of relevant facilities of approximately RMB453.04 million. From the date of its commencement of construction to 30 September 2015, a total of approximately RMB316 million had been invested in the Shuangliu West Airport Phase VI BT Project on a cumulative basis, accounting for approximately 51.30% of the estimated total investment of the project.

- (4) Shuangliu Zongbao BT Project (the Phase I road project within Zongbao ancillary area at Shuangliu County, Chengdu City in the form of BT (building-transfer))

On 28 March 2012, the Company convened the forty-second meeting of the fourth session of the Board, considered and approved the resolution in relation to the investment in Shuangliu Zongbao BT Project, and approved Shunan Company to be the project company responsible for the preparation, construction and transfer of the project. On 6 April 2012, the Company won the bid to undertake the project, which includes 2 roads, i.e. Qinglan Road and the south extension line of Shuanghuang Road, with a total length of approximately 3.23 km. The estimated total investment amount is approximately RMB279.63 million, including land requisition and relocation fee of approximately RMB79.37 million and expenditures for road construction and installation of relevant facilities of approximately RMB200.26 million. From the date of its commencement of construction to 30 September 2015, a total of approximately RMB187 million has been invested in Shuangliu Zongbao BT Project on a cumulative basis, accounting for approximately 66.87% of the estimated total investment of the project.

- (5) Real Estate Projects in Chengbei New Town of Renshou County

On 30 January 2013, resolution in relation to participation in the bidding for the land use rights of three state-owned construction land parcels in Chengbei New Town, Renshou County, Meishan City, Sichuan Province for the investment and development of real estate projects was considered and approved by the general manager office of the Company. On 22 February 2013, the Company won the bid for the land use rights of such land parcels involving a total site area of 235,558.10 sq.m. at an aggregate consideration of RMB920.16 million. In May 2013, Renshou Trading Landmark Company Limited (“**Renshou Landmark Company**”) was established to take full charge of the development and construction of the real estate project in Chengbei New Town, Renshou County. On 15 May 2014, Renshou Landmark Company won the bid for the land use rights of five state-owned construction land parcels (with a total site area of 194,810.52 sq.m.) in Chengbei New Town at an aggregate consideration of RMB787.1 million. At present, the relevant works include the reporting on rules and construction, the bidding and invitation to tender for construction, the first phase of the construction and marketing of the real estate project are concurrently advancing. As of 30 September 2015, payment of RMB21 million for purchasing properties was received in advance.

- (6) Renshou Gaotan BT Project (Renshou Gaotan Water Park, roads in the area of Gaotan Reservoir, landscape engineering of Central Business Avenue, Tianfu Renshou Avenue, underneath channel of Lingzhou Avenue and Renshou Avenue extension and other construction projects)

On 3 January 2014, the general manager office of the Company considered and approved the investment in the Renshou Gaotan BT project. On 15 January 2014, the Company won the bid to undertake the project, and on 28 January 2014, the Company entered into the Investment and Construction Contract in relation to the engineering construction projects including Gaotan Water Park, roads in the area of Gaotan Reservoir, landscape engineering of Central Business Avenue, Tianfu Renshou Avenue, underneath channel of Lingzhou Avenue and Renshou Avenue extension. The total estimated investment in these projects amounted to approximately RMB2,472 million (subject to the final financial review price, exclusive of land requisition, demolition costs and upfront fee. Relevant preliminary work, e.g. land requisition, demolition, and expenses were borne by the tenderer.) Renshou Shunan Investment Management Company Limited (“**Renshou Shunan Company**”) is in full charge of the project. From the commencement date of the project to 30 September 2015, an aggregate investment of approximately RMB278 million was made into the Renshou Gaotan BT project, representing approximately 11.25% of the estimated total investment for the project.

- (7) Renshou Shigao BT Project (Section II of Shigao Avenue in Renshou Shigao Economic Development Zone, Tianfu New District, Gangtie Avenue, Qingshui Road and Ring Road (including road maintenance project of Artery No.1), south section of Zhanhua Road (including the business street and Quanlong River levee project) and Logistics Avenue (including storm sewage pipe network project of Huahai Avenue) and other engineering construction projects)

On 3 January 2014, the general manager office of the Company considered and approved the investment in the Renshou Shigao BT Project. On 17 January 2014, the Company won the bid to undertake the project, and on 7 March 2014, the Company entered into the Investment and Construction Contract in relation to the engineering construction projects including section II of Shigao Avenue in Renshou Shigao Economic Development Zone, Tianfu New District, Gangtie Avenue, Qingshui Road and Ring Road (including road maintenance project of Artery No.1), south section of Zhanhua Road (including the business street and Quanlong River levee project) and Logistics Avenue (including storm sewage pipe network project of Huahai Avenue). The total estimated investment in these projects amounted to approximately RMB824 million (subject to the final financial review



price). Renshou Shunan Company is in full charge of the project. From the commencement date of the project to 30 September 2015, an aggregate investment of approximately RMB132 million was made into the Renshou Shigao BT Project, representing approximately 16.02% of the estimated total investment for the project.

(8) Industrial investment funds

On 24 December 2013, the 10th meeting of the fifth session of the Board of Directors of the Company considered and approved the resolution in relation to the cooperation with Sichuan Development Equity Investment Fund Management Co., Ltd. (“**Development Investment Company**”) in carrying out industrial investment funds related business, pursuant to which, Sichuan Zhongxin Assets Management Co., Ltd (“**Zhongxin Company**”) was established on 6 January 2014, with the registered capital of RMB10 million. Chengdu Shuhai Investment Management Company Limited (“**Shuhai Company**”), a wholly-owned subsidiary of the Company and Development Investment Company each contributed RMB5 million and held 50% equity interest in the company, respectively. On 19 June 2014, the Company, Development Investment Company and Zhongxin Company entered into a partnership agreement in relation to the joint contribution to establish Sichuan Chengyu Development Equity Investment Fund Centre (Limited Partnership) (“**Chengyu Development Fund**”). The total contribution is RMB610 million, of which the Company, Development Investment Company and Zhongxin Company contributed RMB300,000,000, RMB300,000,000 and RMB10,000,000 respectively. Business registration of Chengyu Development Fund had been completed on the same date with its business scope being equity investment and relevant advisory service in relation to non-public transactions involving equity of listed enterprises, non-public offering of equity of listed enterprises, etc. During the Reporting Period, approval was granted by the National Development and Reform Commission to Zhongxin Company for the establishment of Panxi Strategic Resource Development Investment Fund (hereinafter referred to as “**Panxi Fund**”); the said fund is established in the form of a limited liability joint venture, with Zhongxin Company as the fund manager. The initial contribution for the said fund is RMB3 billion (for details, please refer to the Announcement of Sichuan Expressway in Relation to the Approval from the National Development and Reform Commission for the Panxi Fund Project of Zhongxin Company published by the Company on the website of Shanghai Stock Exchange on 29 August 2015). Panxi Fund is the third industrial investment fund in Sichuan Province established with the approval from the National Development and Reform Commission. The fact that Zhongxin Company has been granted the approval to act as the manager of a national-level industrial fund will effectively enhance the value of its

brand and its influence in the market as an asset management company. Meanwhile, with the business expansion of Panxi Fund, Zhongxin Company is expected to make considerable gains.

(9) Establishment of Chengyu Financial and Leasing Company

On 15 January 2015, the general manager office of the Company considered and approved that the Company and CSI SCE Investment Holding Limited (信成香港投資有限公司) would jointly establish Chengyu Financial and Leasing Company Limited (“**Chengyu Financial and Leasing Company**” (成渝融資租賃公司)). On 4 February 2015, the Company entered into a joint venture contract with CSI SCE Investment Holding Limited. In accordance with such joint venture contract, the registered capital of Chengyu Financial and Leasing Company would be RMB300 million. The Company and CSI SCE Investment Holding Limited would contribute RMB180 million and RMB120 million respectively, representing 60% and 40% of the equity interest of Chengyu Financial and Leasing Company respectively. On 13 April 2015, Chengyu Financial and Leasing Company completed its business registration with the Market Supervision Administration of Shenzhen Municipality (深圳市市場監督管理局). During the Reporting Period, Chengyu Financial and Leasing Company was actively seeking for business opportunities, and the total contribution made had reached RMB442 million.

(10) Proposed issuance of corporate bonds

In order to broaden the financing channels, reduce financing costs, raise medium and long-term funds needed by the Company for development and ensure the continuous and stable growth of the operating efficiency of the Company, the Company convened an extraordinary general meeting on 5 February 2015, with reference to the analysis on the current bond market and the capital needs of the Company, to consider and to pass the resolution in relation to the issuance of corporate bonds. On 8 July 2015, the Company received the Approval in Relation to the Public Issuance of Corporate Bonds to Public Investors by Sichuan Expressway Company Limited from the CSRC, approving the Company to publicly issue corporate bonds to public investors in a nominal value of not exceeding RMB1 billion in multiple tranches.



(11) Subscription of 9.99% shares in Renshou Bank

On 23 March 2015, the investment of Shuhai Company in the project of the conversion of Renshou County Rural Credit Cooperative into Sichuan Renshou Rural Agricultural and Commercial Bank Limited\* (四川仁壽農村商業銀行股份有限公司) (the “**Renshou Bank**”) was considered and approved by the general manager office of the Company. On 10 August 2015, Shuhai Company and the preparation team of Renshou Bank entered into a share subscription agreement, pursuant to which Shuhai Company will subscribe 49,950,000 shares of Renshou Bank at the price of RMB2.15 per share, representing 9.99% of total equity interests in Renshou Bank, becoming its largest shareholder, and the total subscription consideration is RMB107,392,500. In order to meet the capital demand for the abovementioned subscription by Shuhai Company, the Company has injected an additional amount of RMB107,000,000 into Shuhai Company on 20 August 2015. With high profitability and robust growth of Renshou Bank, the subscription was beneficial to the Company for obtaining better investment income, and was in compliance with the Company’s development strategies and the Company’s and its shareholders’ interests as a whole.

### 3.3 Performance of undertakings by the Company and Shareholders with more than 5% shareholding

☒ Applicable

☐ Not applicable

Background of undertakings	Type of undertakings	Undertaking entity	Undertakings	Time and period of undertaking	Any period for performance	Whether timely and strictly performed
Commitments in the acquisition report or the report on change of equity	Other	Sichuan Transportation Investment Group Corporation ("STI")	<p>On 16 April 2010, the Sichuan Provincial People's Government set up STI. Sichuan Highway Development Holding Company's holding of the Company's 31.88% state-owned shares would be transferred to STI without compensation. During the transfer of state-owned shares, STI had the following undertakings:</p> <p>1. In order to avoid industrial competition with the Company after the transfer of state-owned shares without compensation and protect the legitimate interests of all shareholders of the Company, especially the legitimate interests of minority shareholders, STI had the following undertakings:</p> <p>"(1) When STI was substantially maintaining the relationship with Sichuan Expressway Company Limited's control of shares, STI will take effective measures to ensure that STI and companies with direct and indirect control were not engaged in business which constituted substantial industrial competition with Sichuan Expressway Company Limited. STI promised not to take advantage of the status of controlling shareholders and actual control capability of Sichuan Expressway Company Limited and be engaged in or participate in behavior which was prejudicial to the interests of other shareholders of Sichuan Expressway Company Limited.</p> <p>(2) STI and companies under its direct or indirect control were not involved in the same tenders of the same project with Sichuan Expressway Company Limited in bidding. Following Sichuan Expressway Company Limited's request which was allowed by the tender side, STI and companies with direct and indirect control can sub-contract successfully bid section to Sichuan Expressway Company Limited involving relevant operation of Sichuan Expressway Company Limited's main business in accordance with the fair market price.</p> <p>(3) When STI was substantially maintaining the relationship with Sichuan Expressway Company Limited's control of shares, the above undertakings continued to be effective and irrevocable. During the above period, STI bore direct and indirect economic loss, claims responsibility and additional expenses due to a breach of the above undertakings to Sichuan Expressway Company Limited."</p>	Long term	Yes	Yes

Background of undertakings	Type of undertakings	Undertaking entity	Undertakings	Time and period of undertaking	Any period for performance	Whether timely and strictly performed
			2. In order to decrease and regulate related party transactions and safeguard the legitimate interests of the Company and its minority shareholders after completion of the acquisition, STI had the following undertakings: “STI would try to decrease and regulate related party transactions between STI and holding subsidiaries and Sichuan Expressway Company Limited. For any business dealings or transactions which cannot be avoided, they should be conducted in accordance with principles of fairness and equal compensation. The transaction price should be determined in accordance with the reasonable price which was recognized by the market. The transaction approval program should also be performed according to law while fulfilling the obligation to disclose information as required. STI and its holding subsidiaries promised not to damage the legitimate interests of Sichuan Expressway Company Limited and other shareholders through related party transactions. For a breach of the above undertakings resulting in losses of Sichuan Expressway Company Limited, STI and its holding subsidiaries would be responsible for compensation.”			
Undertaking related to the initial public offering	Other	China Merchants Huajian Highway Investment Company Limited (“Huajian Company”)	On 27 July 2009, the Company’s A shares were listed on the Shanghai Stock Exchange and traded. During the Company’s A shares listing process, Huajian Company promised that “during the duration of Sichuan Expressway Company Limited, Huajian Company would not be engaged in business which would result in or may result in direct or indirect competition with Sichuan Expressway Company Limited’s main business in Sichuan province of China, including design, construction, operating fees, maintenance, management of high-grade highways, bridges, tunnels and other infrastructures etc. The letter of undertaking would become effective from the date of signature until the following situations occurred. Huajian Company or any of its subsidiaries no longer had a direct and indirect control position or significant impact.”	Long term	Yes	Yes

**3.4 Warning and explanation on reasons for accumulated net profits from the beginning of the year to the end of the next reporting period may be recorded as loss or material change as compared to those of the corresponding period last year.**

☐ Applicable

☒ Not applicable

Company name: **Sichuan Expressway Company Limited**  
Legal Representative: **Zhou Liming**  
Date: **29 October 2015**

## 4 APPENDIX

### 4.1 Financial statements

#### Consolidated Balance Sheet

30 September 2015

Prepared by: Sichuan Expressway Company Limited

*Unit: yuan    Currency: RMB    Type of audit: unaudited*

Item	Closing balance as at the end of the reporting period	Opening balance as at the beginning of this year
<b>Current assets:</b>		
Cash and bank balances	2,385,949,151.48	3,752,077,040.68
Balances with clearing companies		
Placements with banks and other financial institutions		
Financial assets at fair value through profit and loss		
Derivative financial assets		
Bills receivable		
Accounts receivable	214,448,179.07	561,975,068.07
Prepayments	1,072,839,639.99	762,698,624.20
Premiums receivable		
Reinsurance accounts receivable		
Deposits receivable from reinsurance contracts		
Interest receivable	12,627,501.81	12,692,252.22
Dividends receivable		
Other receivables	704,169,568.00	435,864,521.15
Purchases of resold financial assets		
Inventories	1,703,401,274.01	1,350,943,245.28
Assets classified as held for sale		
Non-current assets due within 1 year	464,233,770.25	528,618,713.67
Other current assets		
<b>Total current assets</b>	<b>6,557,669,084.61</b>	<b>7,404,869,465.27</b>

Unit: yuan    Currency: RMB    Type of audit: unaudited

Item	Closing balance as at the end of the Reporting Period	Opening balance as at the beginning of this year
<b>Non-current assets:</b>		
Loans and advances granted		
Available-for-sale financial assets	292,129,813.92	158,823,898.92
Held-to-maturity investments		
Long-term receivables	1,443,346,657.36	643,825,396.80
Long-term equity investment	223,851,311.43	71,916,508.17
Investment properties	33,750,577.25	35,114,333.94
Fixed assets	538,601,386.20	567,895,514.05
Construction in progress	38,682,257.71	9,406,269.43
Construction materials		
Disposal of fixed assets	334.00	
Productive biological assets		
Oil and gas assets		
Intangible assets	21,661,697,497.86	19,870,168,708.69
Development expenses		
Goodwill		
Long-term deferred expenses	32,510,514.91	26,630,255.24
Deferred income tax assets	10,070,130.44	10,488,389.40
Other non-current assets		
<b>Total non-current assets</b>	<b>24,274,640,481.08</b>	<b>21,394,269,274.64</b>
<b>Total assets</b>	<b>30,832,309,565.69</b>	<b>28,799,138,739.91</b>

Unit: yuan    Currency: RMB    Type of audit: unaudited

Item	Closing balance as at the end of the Reporting Period	Opening balance as at the beginning of this year
<b>Current liabilities:</b>		
Short-term borrowings	300,000,000.00	120,000,000.00
Loans from central bank		
Deposit taking and deposit in inter-bank market		
Placements from banks and other financial institutions		
Financial liabilities at fair value through profit and loss		
Derivative financial liabilities		
Bills payable		
Accounts payable	1,628,182,269.56	2,165,517,260.68
Advance receipts	197,778,164.46	49,415,831.45
Disposal of repurchased financial assets		
Fee and commission payable		
Salaries payable	15,327,091.49	58,424,082.59
Taxes payable	232,874,783.23	285,741,313.70
Interest payable	85,209,786.45	109,147,044.90
Dividends payable		
Other payables	855,495,345.70	666,776,753.41
Reinsurance accounts payable		
Reserve for insurance policies		
Customer deposits for trading in securities		
Customer deposits for underwriting securities		
Liabilities classified as held for sale		
Non-current liabilities due within 1 year	1,468,961,107.53	1,880,275,276.13
Other current liabilities	5,109,554.24	1,187,985.28
<b>Total current liabilities</b>	<b>4,788,938,102.66</b>	<b>5,336,485,548.14</b>

Unit: yuan    Currency: RMB    Type of audit: unaudited

Item	Closing balance as at the end of the Reporting Period	Opening balance as at the beginning of this year
<b>Non-current liabilities:</b>		
Long-term loans	11,188,961,580.88	9,266,205,957.22
Debentures payable	1,600,000,000.00	1,600,000,000.00
Including: Preference shares		
Perpetual bonds		
Long-term payables	138,500,000.00	147,547,076.00
Long-term salaries payable		
Special payables	1,640,000.00	1,640,000.00
Estimated liabilities		
Deferred income	59,731,691.49	66,441,653.44
Deferred income tax liabilities	12,359,723.23	13,420,698.94
Other non-current liabilities		
<b>Total non-current liabilities</b>	<b>13,001,192,995.60</b>	<b>11,095,255,385.60</b>
<b>Total liabilities</b>	<b>17,790,131,098.26</b>	<b>16,431,740,933.74</b>

*Unit: yuan    Currency: RMB    Type of audit: unaudited*

<b>Item</b>	<b>Closing balance as at the end of the Reporting Period</b>	<b>Opening balance as at the beginning of this year</b>
<b>Owners' equity</b>		
Share capital	<b>3,058,060,000.00</b>	3,058,060,000.00
Other equity instruments		
Including: Preference shares		
Perpetual bonds		
Capital reserve	<b>1,846,455,903.17</b>	1,846,455,903.17
Less: Treasury stock		
Other comprehensive income	<b>28,647,287.92</b>	42,244,889.46
Special reserve	<b>17,697,444.20</b>	11,646,230.42
Surplus reserve	<b>3,436,157,399.99</b>	3,436,157,399.99
General risk reserve		
Undistributed profit	<b>3,950,112,979.04</b>	3,371,459,122.83
Total equity attributable to owners of the Company	<b><u>12,337,131,014.32</u></b>	<u>11,766,023,545.87</u>
Minority interests	<b>705,047,453.11</b>	601,374,260.30
Total owners' equity	<b><u>13,042,178,467.43</u></b>	<u>12,367,397,806.17</u>
<b>Total liabilities and owners' equity</b>	<b><u><u>30,832,309,565.69</u></u></b>	<b><u><u>28,799,138,739.91</u></u></b>

*Legal representative:*  
**Zhou Liming**

*Person in charge of  
accounting:*  
**Li Wenhui**

*Head of accounting  
department:*  
**Sun Ou**



**Balance Sheet of the Company***30 September 2015*

Prepared by: Sichuan Expressway Company Limited

*Unit: yuan    Currency: RMB    Type of audit: unaudited*

<b>Item</b>	<b>Closing balance as at the end of the Reporting Period</b>	<b>Opening balance as at the beginning of this year</b>
<b>Current assets:</b>		
Cash and bank balances	<b>871,357,300.88</b>	1,561,601,371.24
Financial assets at fair value through profit and loss		
Derivative financial assets		
Bills receivable		
Accounts receivable		
Prepayments	<b>14,157,597.99</b>	5,348,114.39
Interest receivable	<b>12,425,559.72</b>	12,425,559.72
Dividends receivable	<b>5,927,520.06</b>	561,889.31
Other receivables	<b>1,116,128,962.90</b>	2,329,490,229.70
Inventories	<b>196,561.46</b>	196,561.46
Assets classified as held for sale		
Non-current assets due within 1 year		
Other current assets		
<b>Total current assets</b>	<b><u>2,020,193,503.01</u></b>	<b><u>3,909,623,725.82</u></b>

Unit: yuan    Currency: RMB    Type of audit: unaudited

Item	Closing balance as at the end of the Reporting Period	Opening balance as at the beginning of this year
<b>Non-current assets:</b>		
Available-for-sale financial assets	268,075,830.76	128,846,208.76
Held-to-maturity investments		
Long-term receivables	2,179,864,880.00	1,879,864,880.00
Long-term equity investment	4,366,841,648.90	2,947,010,560.61
Investment properties	34,960,568.41	36,322,013.71
Fixed assets	328,552,012.17	356,476,697.74
Construction in progress	30,778,088.00	1,689,745.00
Construction materials		
Disposal of fixed assets	1,084.00	
Productive biological assets		
Oil and gas assets		
Intangible assets	12,000,153,652.21	12,312,810,134.00
Development expenses		
Goodwill		
Long-term deferred expenses		
Deferred income tax assets	9,726,186.85	10,144,445.81
Other non-current assets		
<b>Total non-current assets</b>	<b>19,218,953,951.30</b>	<b>17,673,164,685.63</b>
<b>Total assets</b>	<b>21,239,147,454.31</b>	<b>21,582,788,411.45</b>

Unit: yuan    Currency: RMB    Type of audit: unaudited

Item	Closing balance as at the end of the Reporting Period	Opening balance as at the beginning of this year
<b>Current liabilities:</b>		
Short-term borrowings	200,000,000.00	
Financial liabilities at fair value through profit and loss		
Derivative financial liabilities		
Bills payable		
Accounts payable	104,351,753.30	354,172,593.72
Advance receipts	25,812,598.74	26,739,466.26
Salaries payable	2,983,195.74	20,680,266.71
Taxes payable	89,431,819.61	86,204,089.32
Interest payable	75,616,174.52	102,693,390.89
Dividends payable		
Other payables	252,029,609.08	359,357,146.04
Liabilities classified as held for sale		
Non-current liabilities due within 1 year	1,468,961,107.53	1,880,275,276.13
Other current liabilities	5,109,554.24	1,187,985.28
<b>Total current liabilities</b>	<b>2,224,295,812.76</b>	<b>2,831,310,214.35</b>
<b>Non-current liabilities:</b>		
Long-term loans	5,556,461,580.88	5,903,705,957.22
Debentures payable	1,600,000,000.00	1,600,000,000.00
Including: Preference shares		
Perpetual bonds		
Long-term payables		
Long-term salaries payable		
Special payables		
Estimated liabilities		
Deferred income	59,731,691.49	66,441,653.44
Deferred income tax liabilities	3,404,418.56	5,019,975.27
Other non-current liabilities		
<b>Total non-current liabilities</b>	<b>7,219,597,690.93</b>	<b>7,575,167,585.93</b>
<b>Total liabilities</b>	<b>9,443,893,503.69</b>	<b>10,406,477,800.28</b>

*Unit: yuan    Currency: RMB    Type of audit: unaudited*

<b>Item</b>	<b>Closing balance as at the end of the Reporting Period</b>	<b>Opening balance as at the beginning of this year</b>
<b>Owners' equity</b>		
Share capital	<b>3,058,060,000.00</b>	3,058,060,000.00
Other equity instruments		
Including: Preference shares		
Perpetual bonds		
Capital reserve	<b>1,840,328,300.42</b>	1,840,328,300.42
Less: Treasury stock		
Other comprehensive income	<b>19,291,705.26</b>	28,446,526.55
Special reserve		
Surplus reserve	<b>3,237,575,841.86</b>	3,237,575,841.86
Undistributed profit	<b>3,639,998,103.08</b>	3,011,899,942.34
<b>Total owners' equity</b>	<b><u>11,795,253,950.62</u></b>	<u>11,176,310,611.17</u>
<b>Total liabilities and owners' equity</b>	<b><u>21,239,147,454.31</u></b>	<b><u>21,582,788,411.45</u></b>

<i>Legal representative:</i>	<i>Person in charge of accounting:</i>	<i>Head of accounting department:</i>
<b>Zhou Liming</b>	<b>Li Wenhui</b>	<b>Sun Ou</b>

## Consolidated Income Statement

January to September 2015

Prepared by: Sichuan Expressway Company Limited

Unit: yuan    Currency: RMB    Type of audit: unaudited

Item	Amount for the period (July to September)	Amount for the previous period (July to September)	Amount from the beginning of the year to the end of Reporting Period (January to September)	Amount from the beginning of last year to the end of reporting period last year (January to September)
<b>I. Total revenue from operations</b>	<b>1,821,378,984.93</b>	1,734,051,155.94	<b>4,817,853,499.16</b>	5,830,190,852.59
Including: Operating revenue	1,821,378,984.93	1,734,051,155.94	4,817,853,499.16	5,830,190,852.59
Interest income				
Premium earned				
Fee and commission income				
<b>II. Total cost of operations</b>	<b>1,501,750,741.43</b>	1,356,270,980.68	<b>3,821,003,594.27</b>	4,750,475,920.97
Including: Operating cost	1,277,572,100.34	1,144,948,235.20	3,169,640,243.43	4,131,860,135.23
Interest expenses				
Fee and commission expenses				
Surrender payment				
Net expenditure for compensation payments				
Net provision for insurance deposits				
Policyholder dividend expenses				
Reinsurance costs				
Business tax and surcharges	53,709,368.83	49,098,996.24	140,040,850.84	141,846,875.86
Selling expenses	9,640,735.52	5,330,967.57	35,752,175.08	26,537,978.07
Administrative expenses	45,057,919.52	40,063,766.16	128,348,057.00	121,446,259.01
Finance costs	117,133,945.04	118,183,950.89	349,669,544.05	330,139,608.18
Asset impairment losses	-1,363,327.82	-1,354,935.38	-2,447,276.13	-1,354,935.38
Add: Gains from changes in fair value (loss is represented by "-")	0.00			
Investment income (loss is represented by "-")	4,441,319.93	4,562,056.50	24,656,913.89	10,952,695.98
Including: Gains from investment in associates and joint ventures	4,099,319.93	5,642,960.82	14,059,833.78	11,808,250.71
Gains from foreign currencies exchange (loss is represented by "-")				

*Unit: yuan    Currency: RMB    Type of audit: unaudited*

Item	Amount for the period (July to September)	Amount for the previous period (July to September)	Amount from the beginning of the year to the end of Reporting Period (January to September)	Amount from the beginning of last year to the end of reporting period last year (January to September)
<b>III. Operating profit (loss is represented by “-”)</b>	<b>324,069,563.43</b>	382,342,231.76	<b>1,021,506,818.78</b>	1,090,667,627.60
Add: Non-operating income	<b>4,673,275.77</b>	4,228,971.12	<b>14,938,458.46</b>	15,185,066.59
Including: Gains from disposal of non- current assets	<b>1,273.50</b>	0.00	<b>8,373.50</b>	350.00
Less: Non-operating expenses	<b>1,024,683.25</b>	39,191.23	<b>5,137,613.05</b>	1,116,997.64
Including: Loss from disposal of non- current assets	<b>286,609.95</b>	14,717.09	<b>1,094,231.54</b>	198,146.04
<b>IV. Total profit</b>				
(total loss is represented by “-”)	<b>327,718,155.95</b>	386,532,011.65	<b>1,031,307,664.19</b>	1,104,735,696.55
Less: Income tax expenses	<b>52,595,079.32</b>	65,938,658.92	<b>187,530,601.33</b>	177,302,967.93
<b>V. Net profit</b>				
(net loss is represented by “-”)	<b>275,123,076.63</b>	320,593,352.73	<b>843,777,062.86</b>	927,432,728.62
Net profit attributable to owners of the Company	<b>267,123,981.98</b>	298,320,476.84	<b>823,298,656.21</b>	851,820,566.37
Minority interests	<b>7,999,094.65</b>	22,272,875.89	<b>20,478,406.65</b>	75,612,162.25
<b>VI. Net other comprehensive income after tax</b>	<b>-20,124,450.29</b>	3,127,448.36	<b>-13,597,601.54</b>	1,479,164.02
Net other comprehensive income after tax attributable to shareholders of the Company	<b>-20,124,450.29</b>	3,127,448.36	<b>-13,597,601.54</b>	1,479,164.02
(1) Other comprehensive income that cannot be reclassified to profit and loss in subsequent periods				
1. Changes in net liabilities or net assets arising from the re-measurement of defined benefit plans				

Unit: yuan    Currency: RMB    Type of audit: unaudited

Item	Amount for the period (July to September)	Amount for the previous period (July to September)	Amount from the beginning of the year to the end of Reporting Period (January to September)	Amount from the beginning of last year to the end of reporting period last year (January to September)
2. Share of other comprehensive income of investee(s) that cannot be subsequently reclassified to profit and loss under equity method				
(2) Other comprehensive income that will be subsequently reclassified to profit and loss	-20,124,450.29	3,127,448.36	-13,597,601.54	1,479,164.02
1. Share of other comprehensive income of investee(s) that will be subsequently reclassified to profit and loss under equity method				
2. Gains and losses from changes in fair value of available-for-sale financial assets	-20,124,450.29	3,127,448.36	-13,597,601.54	1,479,164.02
3. Gains and losses from held-to-maturity investment reclassified as available-for-sale financial assets				
4. Effective part of hedging gains and losses from cash flows				
5. Exchange differences from retranslation of financial statements				
6. Others				
Net other comprehensive income after tax attributable to minority shareholders				

*Unit: yuan    Currency: RMB    Type of audit: unaudited*

Item	Amount for the period (July to September)	Amount for the previous period (July to September)	Amount from the beginning of the year to the end of Reporting Period (January to September)	Amount from the beginning of last year to the end of reporting period last year (January to September)
<b>VII. Total comprehensive income</b>	<b>254,998,626.34</b>	323,720,801.09	830,179,461.32	928,911,892.64
Total comprehensive income attributable to owners of the Company	<b>246,999,531.69</b>	301,447,925.20	809,701,054.67	853,299,730.39
Total comprehensive income attributable to minority shareholders	<b>7,999,094.65</b>	22,272,875.89	20,478,406.65	75,612,162.25
<b>VIII. Earnings per share:</b>				
(1) Basic earnings per share (RMB/share)	<b>0.0874</b>	0.0976	0.2692	0.2785
(2) Diluted earnings per share (RMB/share)	<b>0.0874</b>	0.0976	0.2692	0.2785
 <i>Legal representative:</i> <b>Zhou Liming</b>	 <i>Person in charge of accounting:</i> <b>Li Wenhui</b>		 <i>Head of accounting department:</i> <b>Sun Ou</b>	



# Income Statement of the Company

January to September 2015

Prepared by: Sichuan Expressway Company Limited

Unit: yuan    Currency: RMB    Type of audit: unaudited

Item	Amount for the period (July to September)	Amount for the previous period (July to September)	Amount from the beginning of the year to the end of Reporting Period (January to September)	Amount from the beginning of last year to the end of reporting period last year (January to September)
<b>I. Operating revenue</b>	<b>588,293,354.97</b>	625,932,396.16	<b>1,762,738,772.61</b>	1,744,462,540.80
Less: Operating cost	<b>218,172,496.83</b>	226,822,666.79	<b>632,736,378.88</b>	620,884,826.14
Business tax and surcharges	<b>20,811,418.22</b>	22,127,405.65	<b>62,284,167.62</b>	61,708,364.76
Selling expenses				
Administrative expenses	<b>12,584,421.90</b>	12,422,803.11	<b>36,966,375.89</b>	38,585,060.42
Finance costs	<b>104,403,590.91</b>	106,425,975.55	<b>316,373,840.33</b>	298,924,828.04
Asset impairment losses	<b>-1,363,327.82</b>		<b>-1,363,327.82</b>	
Add: Gains from changes in fair value (loss is represented by "-")				
Investment income (loss is represented by "-")	<b>4,099,319.93</b>	192,201,645.32	<b>257,159,004.93</b>	224,633,623.62
Including: Gains from investment in associates and joint ventures	<b>4,099,319.93</b>	3,976,620.49	<b>14,563,618.81</b>	10,677,117.79
<b>II. Operating profit (loss is represented by "-")</b>	<b>237,784,074.86</b>	450,335,190.38	<b>972,900,342.64</b>	948,993,085.06
Add: Non-operating income	<b>3,772,300.31</b>	3,185,989.12	<b>11,714,791.01</b>	9,992,771.49
Including: Gains from disposal of non-current assets	<b>0.00</b>	-6,700,147.30	<b>4,100.00</b>	350.00
Less: Non-operating expenses	<b>778,989.79</b>	-2,950.63	<b>3,228,631.24</b>	891,226.61
Including: Loss from disposal of non-current assets	<b>44,600.80</b>		<b>47,041.15</b>	
<b>III. Total profit (total loss is represented by "-")</b>	<b>240,777,385.38</b>	453,524,130.13	<b>981,386,502.41</b>	958,094,629.94
Less: Income tax expenses	<b>35,501,709.83</b>	39,198,372.72	<b>108,643,541.67</b>	110,015,217.07
<b>IV. Net profit (net loss is represented by "-")</b>	<b>205,275,675.55</b>	414,325,757.41	<b>872,742,960.74</b>	848,079,412.87

*Unit: yuan    Currency: RMB    Type of audit: unaudited*

Item	Amount for the period (July to September)	Amount for the previous period (July to September)	Amount from the beginning of the year to the end of Reporting Period (January to September)	Amount from the beginning of last year to the end of reporting period last year (January to September)
<b>V. Net other comprehensive income</b>				
<b>after tax</b>	<b>-13,549,135.52</b>	2,105,608.90	<b>-9,154,821.29</b>	995,872.99
(1) Other comprehensive income that cannot be reclassified to profit and loss in subsequent periods				
1. Changes in net liabilities or net assets arising from the re-measurement of defined benefit plans				
2. Share of other comprehensive income of investee(s) that cannot be subsequently reclassified to profit and loss under equity method				
(2) Other comprehensive income that will be subsequently reclassified to profit and loss	<b>-13,549,135.52</b>	2,105,608.90	<b>-9,154,821.29</b>	995,872.99
1. Share of other comprehensive income of investee(s) that will be subsequently reclassified to profit and loss under equity method				
2. Gains and losses from changes in fair value of available-for- sale financial assets	<b>-13,549,135.52</b>	2,105,608.90	<b>-9,154,821.29</b>	995,872.99
3. Gains and losses from held-to-maturity investment reclassified as available-for- sale financial assets				
4. Effective part of hedging gains and losses from cash flows				
5. Exchange differences from retranslation of financial statements				
6. Others				

*Unit: yuan    Currency: RMB    Type of audit: unaudited*

Item	Amount for the period (July to September)	Amount for the previous period (July to September)	Amount from the beginning of the year to the end of Reporting Period (January to September)	Amount from the beginning of last year to the end of reporting period last year (January to September)
<b>VI. Total comprehensive income</b>	<b>191,726,540.03</b>	416,431,366.31	<b>863,588,139.45</b>	849,075,285.86

**VII. Earnings per share:**

- (1) Basic earnings per share  
(RMB/share)
- (2) Diluted earnings per share  
(RMB/share)

<i>Legal representative:</i> <b>Zhou Liming</b>	<i>Person in charge of accounting:</i> <b>Li Wenhui</b>	<i>Head of accounting department:</i> <b>Sun Ou</b>
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## Consolidated Cash Flow Statements

January to September 2015

Prepared by: Sichuan Expressway Company Limited

Unit: yuan    Currency: RMB    Type of audit: unaudited

Item	Amount from the beginning of the year to the end of Reporting Period (January to September)	Amount from the beginning of last year to the end of reporting period last year (January to September)
<b>I. Cash flows from operating activities:</b>		
Cash received from selling goods and rendering services	5,437,435,527.91	6,271,470,252.42
Net increase in deposits from customers and placements from banks and other financial institutions		
Net increase in borrowings from central bank		
Net increase in placements from other financial institutions		
Cash received from premiums of original insurance contracts		
Net cash received from reinsurance business		
Net increase in deposits from policy holders and investments		
Net increase in disposal of financial assets at fair value through profit and loss		
Cash received from interest, handling charges and commissions		
Net increase in placements from banks and other financial institutions		
Net increase in repurchased business fund		
Tax rebate received		
Other cash received relating to operating activities	44,635,057.65	71,776,369.98
Sub-total of cash inflow from operating activities	<u>5,482,070,585.56</u>	<u>6,343,246,622.40</u>

*Unit: yuan    Currency: RMB    Type of audit: unaudited*

<b>Item</b>	<b>Amount from the beginning of the year to the end of Reporting Period (January to September)</b>	<b>Amount from the beginning of last year to the end of reporting period last year (January to September)</b>
Cash paid for purchasing goods and receiving services	<b>3,732,013,440.71</b>	4,074,855,751.20
Net increase in loans and advances to customers		
Net increase in placements with central bank and other financial institutions		
Cash paid for claims on original insurance contracts		
Cash payment for interest, handling charges and commissions		
Cash payment for policy holder dividend		
Cash paid to and on behalf of employees	<b>405,401,872.07</b>	365,962,769.38
Taxes paid	<b>353,645,690.83</b>	317,010,691.07
Other cash paid relating to operating activities	<b>164,299,956.96</b>	108,735,371.95
Sub-total of cash outflow from operating activities	<b><u>4,655,360,960.57</u></b>	<u>4,866,564,583.60</u>
Net cash flows from operating activities	<b><u><u>826,709,624.99</u></u></b>	<u><u>1,476,682,038.80</u></u>

Unit: yuan    Currency: RMB    Type of audit: unaudited

Item	Amount from the beginning of the year to the end of Reporting Period (January to September)	Amount from the beginning of last year to the end of reporting period last year (January to September)
<b>II. Cash flows from investing activities:</b>		
Cash received from disposal of investments	<b>4,418,509.96</b>	3,887,420.06
Cash received from return on investments	<b>19,149,410.63</b>	11,930,448.92
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	<b>540,609.20</b>	205,309.24
Net cash received from disposal of subsidiaries and other business entities		
Other cash received relating to investing activities	<b>267,613,708.28</b>	386,001,850.99
Sub-total of cash inflow from investing activities	<b><u>291,722,238.07</u></b>	<u>402,025,029.21</u>
Cash paid for acquisition of fixed assets, intangible assets and other long-term assets	<b>2,869,262,107.46</b>	1,950,113,501.87
Cash paid for investment	<b>257,392,500.00</b>	
Net increase in pledged loans		
Net cash paid for acquisition of subsidiaries and other business entities	<b>150,000,000.00</b>	2,236,000.00
Other cash paid relating to investing activities	<b>92,211,917.02</b>	96,522,823.24
Sub-total of cash outflow from investing activities	<b><u>3,368,866,524.48</u></b>	<u>2,048,872,325.11</u>
Net cash flows from investing activities	<b><u><u>-3,077,144,286.41</u></u></b>	<u><u>-1,646,847,295.90</u></u>

*Unit: yuan    Currency: RMB    Type of audit: unaudited*

Item	Amount from the beginning of the year to the end of Reporting Period (January to September)	Amount from the beginning of last year to the end of reporting period last year (January to September)
<b>III. Cash flows from financing activities:</b>		
Cash received from investments	<b>120,000,000.00</b>	
Including: Cash received by subsidiaries from minority shareholders' investment	<b>120,000,000.00</b>	
Cash received from borrowings	<b>2,470,000,000.00</b>	4,377,110,000.00
Cash received from issue of debentures		
Other cash received relating to financing activities		
Sub-total of cash inflow from financing activities	<b><u>2,590,000,000.00</u></b>	<u>4,377,110,000.00</u>
Cash paid for repayment of liabilities	<b>787,605,620.94</b>	1,360,928,185.00
Cash paid for dividend and profit distribution or interest repayment	<b>917,601,264.51</b>	754,061,674.37
Including: Dividend and profit paid by subsidiaries to minority shareholders	<b>39,045,133.85</b>	
Other cash paid relating to financing activities	<b>120,620.01</b>	839,514.18
Sub-total of cash outflow from financing activities	<b><u>1,705,327,505.46</u></b>	<u>2,115,829,373.55</u>
Net cash flows from financing activities	<b><u><u>884,672,494.54</u></u></b>	<u><u>2,261,280,626.45</u></u>

*Unit: yuan    Currency: RMB    Type of audit: unaudited*

<b>Item</b>	<b>Amount from the beginning of the year to the end of Reporting Period (January to September)</b>	<b>Amount from the beginning of last year to the end of reporting period last year (January to September)</b>
<b>IV.    Effect on cash and cash equivalents       due to changes in foreign currency       exchange rates</b>	<b>-1,008,674.60</b>	<b>-645,428.69</b>
<b>V.     Net increase in cash and cash       equivalents</b>	<b>-1,366,770,841.48</b>	<b>2,090,469,940.66</b>
Add:    Balance of cash and cash equivalents at the beginning of the period	<b>3,617,552,170.38</b>	<b>1,791,962,680.71</b>
<b>VI.    Balance of cash and cash equivalents       at the end of the period</b>	<b>2,250,781,328.90</b>	<b>3,882,432,621.37</b>

<i>Legal representative:</i>	<i>Person in charge of accounting:</i>	<i>Head of accounting department:</i>
<b>Zhou Liming</b>	<b>Li Wenhui</b>	<b>Sun Ou</b>



**Cash Flow Statements of the Company**  
*January to September 2015*

Prepared by: Sichuan Expressway Company Limited

*Unit: yuan    Currency: RMB    Type of audit: unaudited*

<b>Item</b>	<b>Amount from the beginning of the year to the end of Reporting Period (January to September)</b>	<b>Amount from the beginning of last year to the end of reporting period last year (January to September)</b>
<b>I.    Cash flows from operating activities:</b>		
Cash received from selling goods and rendering services	<b>1,657,974,865.44</b>	1,682,540,912.72
Tax rebate received		
Other cash received relating to operating activities	<b><u>21,675,787.70</u></b>	<u>60,171,515.75</u>
Sub-total of cash inflow from operating activities	<b><u>1,679,650,653.14</u></b>	<u>1,742,712,428.47</u>
Cash paid for purchasing goods and receiving services	<b>155,132,109.83</b>	128,588,484.52
Cash paid to and on behalf of employees	<b>238,368,793.16</b>	219,521,577.39
Taxes paid	<b>171,252,118.92</b>	180,958,406.69
Other cash paid relating to operating activities	<b>25,145,153.80</b>	30,368,515.01
Sub-total of cash outflow from operating activities	<b><u>589,898,175.71</u></b>	<u>559,436,983.61</u>
Net cash flows from operating activities	<b><u><u>1,089,752,477.43</u></u></b>	<u><u>1,183,275,444.86</u></u>

Unit: yuan    Currency: RMB    Type of audit: unaudited

Item	Amount from the beginning of the year to the end of Reporting Period (January to September)	Amount from the beginning of last year to the end of reporting period last year (January to September)
<b>II. Cash flows from investing activities:</b>		
Cash received from disposal of investments		8,812.30
Cash received from return on investments	<b>249,354,785.89</b>	36,403,278.05
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	<b>539,539.20</b>	8,800.00
Net cash received from disposal of subsidiaries and other business entities		
Other cash received relating to investing activities	<b>753,394,373.24</b>	200,825,120.34
Sub-total of cash inflow from investing activities	<b><u>1,003,288,698.33</u></b>	<u>237,246,010.69</u>
Cash paid for acquisition of fixed assets, intangible assets and other long-term assets	<b>292,833,160.22</b>	229,513,701.01
Cash paid for investment	<b>437,392,500.00</b>	
Net cash paid for acquisition of subsidiaries and other business entities	<b>330,000,000.00</b>	
Other cash paid relating to investing activities	<b>517,330,067.72</b>	368,172,823.24
Sub-total of cash outflow from investing activities	<b><u>1,577,555,727.94</u></b>	<u>597,686,524.25</u>
Net cash flows from investing activities	<b><u>-574,267,029.61</u></b>	<u>-360,440,513.56</u>

Unit: yuan    Currency: RMB    Type of audit: unaudited

Item	Amount from the beginning of the year to the end of Reporting Period (January to September)	Amount from the beginning of last year to the end of reporting period last year (January to September)
<b>III. Cash flows from financing activities:</b>		
Cash received from investments		
Cash received from borrowings	<b>200,000,000.00</b>	964,000,000.00
Other cash received relating to financing activities		40,000,000.00
Sub-total of cash inflow from financing activities	<b>200,000,000.00</b>	1,004,000,000.00
Cash paid for repayment of liabilities	<b>758,558,544.94</b>	346,818,185.00
Cash paid for dividend and profit distribution or interest repayment	<b>646,397,564.91</b>	638,211,935.81
Other cash paid relating to financing activities	<b>120,620.01</b>	75,853,216.40
Sub-total of cash outflow from financing activities	<b>1,405,076,729.86</b>	1,060,883,337.21
Net cash flows from financing activities	<b>-1,205,076,729.86</b>	-56,883,337.21

Unit: yuan    Currency: RMB    Type of audit: unaudited

Item	Amount from the beginning of the year to the end of Reporting Period (January to September)	Amount from the beginning of last year to the end of reporting period last year (January to September)
IV. Effect on cash and cash equivalents due to changes in foreign currency exchange rates	-1,008,674.60	-645,428.69
V. Net increase in cash and cash equivalents	-690,599,956.64	765,306,165.40
Add: Balance of cash and cash equivalents at the beginning of the period	1,427,076,500.94	784,068,224.97
VI. Balance of cash and cash equivalents at the end of the period	736,476,544.30	1,549,374,390.37

<i>Legal representative:</i>	<i>Person in charge of accounting:</i>	<i>Head of accounting department:</i>
<b>Zhou Liming</b>	<b>Li Wenhui</b>	<b>Sun Ou</b>

#### 4.2 Auditor's reports

☐ Applicable      ☒ Not applicable

This announcement is published in both Chinese and English languages. In case of any discrepancy, the Chinese version shall prevail.

By order of the Board  
**Sichuan Expressway Company Limited\***  
**Zhang Yongnian**  
*Company Secretary*

Chengdu, Sichuan, the PRC  
29 October 2015

*As at the date of this announcement, the Board comprises Mr. Zhou Liming (Chairman), Mr. Gan Yongyi (Vice Chairman) as executive Directors, Mr. Wu Xinhua (Vice Chairman), Mr. Tang Yong, Mr. Huang Bin, Mr. Wang Shuanming and Mr. Ni Shilin as non-executive Directors, and Mr. Sun Huibi, Mr. Guo Yuanxi, Mr. Chen Weizheng and Mr. Yu Haizong as independent non-executive Directors.*

\* For identification purposes only