► SHANGHAI YAOHUA PILKINGTON GLASS GROUP CO., LTD.

(Incorporated in the People's Republic of China) **Public Announcement on Resolutions** of the 8th Meeting of the 7th Board

The Board of the Company and all directors commit that there are no false record, misleading

sponsibility for the authenticity, accuracy and integrity of its content.

The 8th meeting of the 7th Board of Directors of Shanghai Yaohua Pilkington Glass Group Co., Ltd. there are meeting of the 7th Foundation of Directors of Stanghard Tourisation Class Group Co., Ltd. (hereinalter referred to as "the Company") was held on 16 May 2013 in the form of teleconference and onsite (room meeting at Building 4–5, 1388 Zhangdong Road, Pudong New Area, Shanghai) Eight directors should attend the meeting and actually all the eight directors were present at the meeting. The convention of the meeting compiled with relevant provisions of the Company Law and Articles of Association. The meeting was presided over by Chairman Mr. Lin Yibin, The Chairman of the Supervisory Committee and some senior officers also attended the meeting as non-voting delegates. The Meeting considered and anonwed the following promosals:

sory Committee and some senior officers also attended the meeting as non-voung transaction considered and approved the following proposals:

1. The Meeting considered and approved the Proposal on Satisfaction of Conditions of Private Placement

The Board of Directors considered that the Company met the requirements and conditions of private placement to chosen investors, in accordance with relevant laws, regulations, rules and normative docuplacement to chosen investors, in accordance with relevant laws, regulations, rules and normative documents including the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, and the Administrative Rules of Stock Issuance of Listed Companies, the Implementation Rules on Private Placement of Listed Companies issued by China Securities Regulatory Commission (abbreviated as "CSRC"), as well as the actual conditions of the Company. Voting result: 8 voted for, 0 voted against, 0 abstained
The proposal shall be submitted for the consideration of Shareholders' General Meeting.

2. The Meeting considered and approved the Proposal on the Program of Private Placement to Chosen Investors

The Board considered the specific items of Proposal on the Program of Private Placement to Chosen In-

vissuis one by one.

(I) Type of share and face value

The type of share for the private placement is domestic listed RMB ordinary share (A share), and the face value per share is RMB 1.00

tace value per snare is RMB LOU

Voting result: 6 voted for, 0 voted against, 0 abstained

(2) Method and Time of Issuance

The share will be offered to no more than 10 chosen investors at proper time in six months after getting

(3) Issuing Amount The amount of privately placed shares will be no more than 202,839,756 (including the number) shares. Within that limit, the Board of Directors will propose to the Shareholders' General Meeting to authorize the Board to decide on the final issuance amount by discussing with the sponsor according to actual situation. After subscribing for the private placed shares, SBM will hold no less than 28.75% and no more than 30.50% (including the numbers) equity of the Company directly or indirectly. If there were any ex-right and ex-dividend activities such as dividend payment, hours share issuing or enlarging share capital during the period from the pricing benchmark date to the issuing date, the amount of pri-vately placed shares will be adjusted accordingly.

vately placed shares will be adjusted accordingly. Voting result: 6 voted for, 0 voted against, 0 abstained

Voting result: 6 voted for, 0 voted against, 0 abstained (4) Issuance Objects and subscription method. The issuance objects include no more than 10 chosen investors which meet the conditions provided by relevant laws and regulations, including SBM, the shareholder of the Company. Besides SBM, other issuance objects include securities investment fund management companies, securities companies, insurance companies, trust investment companies (with its own fund), financial companies, QFII and other qualified legal persons, natural persons or other legal investment organizations. If a securities investment fund management company makes subscription via more than 2 funds under its management, it shall be deemed as one issuance object. The Company will decide on the issuance objects by way of auction according to the Implementation Rules on Private Placement of Listed Companies.

The above chosen investors will subscribe for the privately placed shares in cash. Voting result: 6 voted for, 0 voted against, 0 abstained (5). Pricing benchmark date and issuing price

(5) Pricing benchmark date and issuing price
The pricing benchmark date will be the date when the resolutions of the 8th meeting of the 7th Board

are announced.

The issuing price will be the price not lower than 90% of the average trading price for 20 trading days prior to the pricing benchmark date. That is to say, the issuing price will be no lower than RMB 4,93% share (average trading price of shares for the 20 trading days prior to the pricing benchmark date = to-tal turnover of share trading for the 20 trading days prior to the pricing benchmark date/total quantity of shares traded for the 20 trading days prior to the pricing benchmark date/total quantity of shares traded for the 20 trading days prior to the pricing benchmark date).

The issuing price will be determined by the Board of Directors authorized by the Shareholders' General Meeting by discussing with the major sponsor according to the auction results, after obtaining the issuance approval documents from CSRC.

During the period from the pricing benchmark date to issuance date, if there are any ex-right and ex-dividend activities including dividend payment, bonus share issuing and enlarging share capital, the bot-

tom price will be adjusted accordingly.

SBM will not join in the auction of pricing, but commit that it will accept the auction result of other subscribers and will subscribe for the shares at the same price as other investors.

Voting result: 6 voted for, 0 voted against, 0 abstained

(6) Lock-up period
After the completion of private placement, the lock-up period of chosen investors shall meet relev
provisions of Administrative Rules for the Issuance of Securities of Listed Company and the requi
ments of CSRC and Shanghai Stock Exchange (abbreviated as "SSE"). SBM shall not transfer
subscribed shares in 36 months on the completion of the issuance, and other chosen investors shall
transfer the subscribed shares within 12 months on the completion of the issuance.

the expiry of the lock-up period, the privately placed shares will be traded at SSE

(8) Use of Raised Fund The total fund raised from the private placement will be no more than RMB 1 billion, which will be used for TSYPE. III Deep Processing Project, Changshu Deep Processing Project, CSYP Fire Resistant Glass Project (annual capacity of 21900 tons of high borosilicate fire resistant glass) and making up working capital. The total investment and amount of raised fund to be used by these projects are as follows:

		Unit	: RMB million
	Name of Project	Total investment	Amount of raised fund to be used
1	TSYPE III Deep Processing Project	462.2970	345
2	Changshu Deep Processing Project	443.6527	345
3	CSYP Fire Resistant Glass Project (annual capacity of 21900 tons of high borosilicate fire resistant glass)	93.47	60
4	Making up working capital	250	250
Total		1249.4197	1000
Before the raised fund is available, the Company will input its self-owned fund according the progress of			
the projects, and will exchange the raised fund according to relevant legal procedures when it arrives.			

the projects, and will exchange the raised fund according to relevant legal procedures when it arrives. The difference between the total fund needed by above projects and the actual raised fund will be self funded by the Company. Within the scope of above projects, the Board of Directors can adjust the amount of raised fund to be used according to the actual fund requirements of the projects and the urgency of projects, in compliance with relevant laws and regulations as well as within the authorization of the Shareholders' General Meeting.

Voting result: 6 voted for, 0 voted against, 0 abstained

(9) Arrangement of the cumulative retained profit before the private placement

The cumulative retained profit before the completion of the private placement will be jointly enjoyed by new and old shareholders after the completion of the private placement.

Voting result: 6 voted for, 0 voted against, 0 abstained

(10) Effective period of the resolutions for the private placement

The effective period of the resolutions for the private placement will be 12 months after the approval of Shareholders' General Meeting.

The effective period of the resolutions for the private placement will be 12 months after the approval of Shareholders. General Meeting.

Voting result: 6 voted for, 0 voted against, 0 abstained

The subscription of SBM for the privately placed shares is regarded as connected transaction, so related directors Mr. Lin Yibin and Mr. Eddie Chai avoided voting on this proposal, while the other 6 non-related directors voted on it.

The proposal shall be reported for approval of relevant authorities department and submitted for the consideration and approval of the Shareholders' General Meeting item by item, and shall be approved by CSRC before implementation.

3. The Meeting considered and approved the Proposal on the Plan of Private Placement to Chosen Investors

Please refer to Shanghai Securities News (20 May 2013) and the website of Shanghai Stock Exchange

The subscription of SBM for the privately placed shares is regarded as connected transaction, so related directors Mr. Lin Yibin and Mr. Eddie Chai avoided voting on this proposal, while the other 6 non-re-

lated directors voted on it.

Voting result: 6 voted for, 0 voted against, 0 abstained
The proposal shall be submitted for the consideration and approval of the Shareholders' General Meet-

ing.
4. The Meeting considered and approved the Proposal on Signing Share Subscription Contract (subject to conditions to be effective) with SBM

ffective) with SBM ered the Proposal on Signing Share Subscription Contract (subject to conditions to of SBM for the privately placed shares is regarded as connected transaction, so related

ectors Mr. Lin Yibin and Mr. Eddie Chai avoided voting on this proposal, while the other 6 non-re

The proposal shall be submitted for the consideration and approval of the Shareholders' General Meet-

5. The Meeting considered and approved the Proposal on Related Party Transactions Concerned with the

ment. Prease refer to the resonant and a 2013.

The subscription of SBM for the privately placed shares is regarded as connected transaction, so related

directors Mr. Lin Yibin and Mr. Eddie Chai avoided voting on this proposal, while the other 6 non-re

Voting result: 6 voted for, 0 voted against, 0 abstained Voting result: 6 voted for, 0 voted against, 0 abstained
The independent directors of the Companies expressed their independent opinions on the proposal.
Please refer to the website of Shanghai Stock Exchange on 20 May 2013 for the details of the Special
Opinions of Independent Directors on the Shareholder Subscribing for the Privately Placed A Share and

Connected Transaction.

The proposal shall be submitted for the consideration of Shareholders' General Meeting.

6. The meeting considered and approved the Proposal on Feasibility Study Report on the Utilization of Raised Fund from the Private Placement

Please refer to Shanghai Securities News and the website of Shanghai Stock Exchange on 20 May 2013 for the details of the Feasibility Study Report on the Utilization of Raised Fund from the Private Place—

ment.

Voting result: 8 voted for, 0 voted against, 0 abstained
The proposal shall be submitted for the consideration of Shareholders' General Meeting.
7. The meeting considered and approved the Proposal on Shareholders' General Meeting to Authorize the Board of Directors to Deal with Relevant Issues of the Private Placement
The Board of Directors proposed to the General Shareholders' Meeting to authorize the Board or the Management entrusted by the Board to go through all relevant issues of the A share private placement, in order to ensure the smooth progress of private placement and in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and the Articles of Association of the Company. The relevant issues include the following:
(1) Authorize the Board to draft and carry out the detailed plan of A share private placement, and decide on the issuance amount, issuing price, issuance objects, issuance time, beginning and ending date

(1) Authorize the Board to draft and carry out the detailed plan of A share private placement, and decide on the issuance amount, issuing price, issuance objects, issuance time, beginning and ending date of the issuance as well as other issues relevant to the A share private placement.

(2) Authorize the Board to revise the detailed issuance plan (except for those to be re-voted by the Shareholders' General Meeting as required by relevant laws and regulations and Articles of Association) according to the requirements of relevant laws and regulations and securities regulatory departments; adjust the detailed plan (including but not limited to adjust the investment projects to raise funds and adjust the amount of raised funds within the upper limit of issuance) according to the review of relevant departments, changes of market conditions and changes of conditions to implement the investment projects to raise funds. relevant departments, changes of market conditions and changes or common with the conditions and changes or common with the conditions and changes or common with the conditions and changes of the conditions and reporting of A Authorize the Board and Chairman of the Board to go through the application and reporting of A

e the Board, Chairman of the Board and the person entrusted by the Chairman of the Board

(4) Authorize the Board, Chairman of the Board and the person entrusted by the Chairman of the Board to sign, amend, supplement, submit; report and execute all agreements, application documents and relevant documents to the A share private placement, and go through all necessary and proper application, approval, registration and file keeping procedures relevant to the A share private placement.
(5) Authorize the Board to determine and appoint the intermediary agency.
(6) Authorize the Board to adjust the specific arrangement for the investment projects to raise funds within the limit of SCM authorization and in accordance with the requirements of supervisory departments and actual situation, including but not limited to: authorize the Board to adjust or reduce the amount of raised fund to be used for investment projects when the actual raised fund to be sets than the reduced to the properties of the properties. ments and actual situation, including but not inmitted its autorize the board to adjust or reduce the amount of raised fund to be used for investment projects when the actual raised fund is less than the to-tal amount of raised funds to be used for investment projects, and to use the outstanding raised funds to make up the working capital of the Company when the actual funds for projects are less than the total raised funds. (7) Authorize the Board to adjust specific issuance plan in accordance with the new provisions of laws, regulations, other standard documents and the new policies of securities regulatory department if there

ee any.

Authorize the Board, Chairman of the Board and the person entrusted by the Chairman of the Board
deal with the registration, lock-up and listing of the shares in Shanghai Stock Exchange and China
eurities Registration and Depository Co., Ltd. after the completion of A share private placement.

Authorize the Board to deal with amendments to Articles of Association and change of registration

Industry and Commerce Commission after the A share private placement.

rize the Board to duly handle other issues relevant to the A share private placement within native documents and Articles of Asso

(11) Authorize the Board to decide on delayed execution of private placement plan when there is force majeure or other situation that will make it difficult to implement the issuing plan or will cause serious

majeure or other situation that will make it difficult to implement the issuing plan or will cause serious unfavorable results to the Company if implemented. (12) The above (6), (8) and (9) authorization will be effective upon the approval of Shareholders' General Meeting till the existence of the relevant issues, and other authorizations shall be effective in 12 months upon the approval of Shareholders' General Meeting. The subscription of SBM for the privately placed shares is regarded as connected transaction, so related directors Mr. Lin Yibin and Mr. Eddie Chai avoided voting on this proposal, while the other 6 non-related directors voted on it.

in or, o voted against, o'abstance e submitted for the consideration of Shareholders' General Meeting, sidered and approved the Proposal on Revising the Article of Profit Distribution in the Articles of Association
The meeting considered and approved the Proposal on Revising the Article of Profit Distribution in the
Articles of Association. Please refer to Shanghai Securities News and the website of Shanghai Stock Exchange on 20 May 2013 for the details of the Public Announcement on the Amendments to Articles of

roung result: o voted tor, U voted against, O abstained
The proposal shall be submitted for the consideration of Shareholders' General Meeting.
9. The Meeting considered and approved the Proposal on Changshu Deep Processing Project
The meeting considered and approved the Proposal on Changshu Deep Processing Project. The
approved the Company to build the Changshu Processing Project within the total investment of RM
million.

million.

Voting result: 8 voted for, 0 voted against, 0 abstained
The proposal shall be submitted for the consideration of Shareholders. General Meeting.

10. The Meeting considered and approved the Proposal on HSYP Technical Renovation Project.
The meeting considered and approved the Proposal on HSYP Technical Renovation Project. The Bo approved the Company to carry out technical renovation for HSYP production line and authorized Management to further improve the renovation plan. The renovated production line will have be product mix, which will effectively enhance the profitability and risk prevention ability of the Company Voting results voted for, 0 voted against, 0 abstained
The proposal shall be submitted for the consideration of Shareholders. General Meeting.

The convention of Shareholders. Consent Meatins will be further anywayers.

The convention of Shareholders' General Meeting will be further announced. The stock of the Company will be resumed trading on 20 May 2013.

Shanghai Yaohua Pilkington Glass Group Co., Ltd. 20 May 2013



Meeting of the 7th Board

The Supervisory Committee and all supervisors commit that there are no false record, misleading statement or omission of material importance of the public announcement, and will bear joint responsibility for the authenticity, accuracy and integrity of its content.

The 6th meeting of the 7th Supervisory Commission of Shanghai Yaohua Pilkington Glass Group Co., Ltd. (hereinafter referred to as "the Company") was held on 16 May 2013 at the headquarters of the Company (Building 4–5, 1388 Zhangdong Road, Pudong New Area, Shanghai). Three supervisors should attend the meeting and actually three supervisors were present at the meeting. The convention of the meeting complied with relevant provisions of the Company Law and Articles of Association. The meeting was presided over by Chairman Mr. Hu Liqiang. After the supervisors' discussion following proposals are announced by written votings: on, following proposals are approved by written voting

insidered and approved the Proposal on Satisfaction of Conditions of Private Place The Supervisory Commission considered that the Company met the requirements and conditions of

private placement to chosen investors, in accordance with relevant laws, regulations, rules and normative documents including the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, and the Administrative Rules of Stock Issuance of Listed Companies, the Implementation Rules on Private Placement of Listed Companies issued by China Securities Regulatory Commission (abbreviated as "CSRC"), as well as the actual conditions of

the Company.

Voting result: 3 voted for, 0 voted against, 0 abstained

The proposal shall be submitted for the consideration of Shareholders' General Meeting.

2. The Meeting considered and approved the Proposal on the Program of Private Placement to Cho-

relevant laws and regulations, beneficial for improving t vancing long-term development. Voting result: 3 voted for, 0 voted against, 0 abstained

sideration of Shareholders' General Meeting sal shall be submitted for the cor sidered and approved the Proposal on the Plan of Private Placeme

Voting result: 3 voted for, 0 voted against, 0 abstained

roung resum. 3 voted nor, 0 voted against, 0 abstained. The proposal shall be submitted for the consideration of Shareholders' General Meeting.

4. The Meeting considered and approved the Proposal on Signing Share Subscription Contract (subject to conditions to be effective) with SBM.

ject to conditions to be effective) with SBM

Voting result: 3 voted for, 0 voted against, 0 abstained

The proposal shall be submitted for the consideration of Shareholders' General Meeting,

5. The Meeting considered and approved the Proposal on Related Party Transactions Concerned with

the Private Placement $Voting result: 3 \ voted for, 0 \ voted against, 0 \ abstained$ The proposal shall be submitted for the consideration of Shareholders' General Meeting.

Ine proposal shall be submitted for the consideration of Shareholders' General Meeting.

6. The meeting considered and approved the Proposal on Feasibility Study Report on the Utilization of Raised Fund from the Private Placement
The Supervisory Commission considered the utilization of raised fund complies with China industrial policy and the Company's development, the invested projects have sound profitability and prospective which in line with the Company and all shareholders' benefits.

Voting result: 3 voted for, 0 voted against, 0 abstained
The proposal shall be submitted for the consideration of Shareholders' General Meeting.

7. The meeting considered and approved the Proposal on Shareholders' General Meeting to Authorize the Board of Directors to Deal with Relevant Issues of the Private Placement

Voting result: 3 voted for, 0 voted against, 0 abstained The proposal shall be submitted for the consideration of sult: 3 voted for, o voted spining osal shall be submitted for the consideration of Shareholders' General Meeting. ceeting considered and approved the Proposal on Revising the Article of Profit Distribution The proposal shall be subs 8. The Meeting considered in the Articles of Associat

Voting result: 3 voted for, 0 voted against, 0 abstained

Voting result: 3 voted for, U voted against, U abstained
The proposal shall be submitted for the consideration of Shareholders' General Meeting.

9. The Meeting considered and approved the Proposal on Changshu Deep Processing Project
Voting result: 3 voted for, 0 voted against, 0 abstained
The proposal shall be submitted for the consideration of Shareholders' General Meeting.
10. The Meeting considered and approved the Proposal on HSYP Technical Renovation Project
Voting result: 3 voted for, 0 voted against, 0 abstained

The proposal shall be submitted for the consideration of Shareholders' General Meeting. Supervisory Committee Shanghai Yaohua Pilkington Glass Group Co., Ltd. 20 May 2013

SHANGHAI YAOHUA PILKINGTON GLASS GROUP CO., LTD. (Incorporated in the People's Republic of China) **Public Announcement on Related Party**

Transactions Concerned with Private Placement The Board of the Company and all directors commit that there are no false record, misleading

atement or omission of material importance of the public announcement, and will bear joint re onsibility for the authenticity, accuracy and integrity of its content.

sponsibility for the authenticity, accuracy and unegray by the comment.

* Shanghai Yaohua Pilkington Glass Group Co., Ltd. (hereinafter referred to as "the Company" or "SYP") intends to issue privately placed A share to no more than 10 chosen investors to raise capital. Shanghai Building Materials Group General Company dibreviated as "SBM") is the shareholder of the Company. SBM will hold no less than 28.75% and no more than 30.50% (including the numbers) of the total shares of the Company directly and indirectly after subscribing for the privately placed A share. The Company has signed with SBM the Stock Subscription Contract (subject to conditions to be effective) between SYP and SBM. Since SBM is the shareholder of the Company, the above transaction is regarded as connected transaction in accordance with the Stock Listing Rules of Shanghai Stock Exchange.

* The fund raised from the private placement will be focused on the main businesses of the

with the Stock Listing Rules of Shanghai Stock Exchange.

* The fund raised from the private placement will be focused on the main businesses of the Company. After projects utilizing the raised fund are completed, the capital and financing ability of the Company, as well as profitability and competitiveness will be enhanced. The main businesses esses of the Company keep the same after the completion of the issuance.

The related party directors Mr. Lin Yibin and Mr. Eddie Chai avoided voting on this proposal

when the directors vote on it.

* The private placement shall be approved by Shanghai State-owned Assets Supervision and Management Commission, the Shareholders' General Meeting of the Company and China Securities Regulatory Commission. The shareholders related to the issuance will avoid voting at the Shareholders' General Meeting.

I. Related Party Transactions Summary
The Company plans to carry out private placement of shares to no more than 10 chosen investors to raise capital which will all be used for TSYPE III Deep Processing Project, Changshu Deep Processing Project, CSYP High-Borosilicate Glass Technical Renovation Project (annual capacity of 21900 tons) and making up working capital. The amount of privately placed shares will be no more than 202,839,756 (including the number) shares. The issuance objects include no more than 10 chosen investors in compliance with laws and regulations, including the Company's shareholder SBM. SBM will hold no less than 28,75% and no more than 30,50% (including the numbers) equity of the Company directly or indirectly after the subscription.
II. Main Content of Aerement

sharenouter (1911). 2011 (1911) the Company directly or indirectly after the subscription.

I. Main Content of Agreement
the Company has signed Share Subscription Contract (subject to conditions to be effective)
with SBM, main contents are described as follows:

1. Share Subscription
SBM will hold no less than 28.75% and no more than 30.50% (including the numbers) equity
of the Company directly or indirectly after the subscription. SBM will not join in the auction of
pricing, but commit that it will accept the auction result of other subscribers and will subscribe
for the shares at the same price as other investors. 2. Lock-up Period

According to relevant laws and regulations, SBM shall not transfer the shares within 36 months on the date which the issuance is completed Share Subscription Payment

3. Sance Subscription Fayment The Company and its sponsor will deliver Share Subscription Invitation and Payment Notification after the stock issuance is approved by China Securities Regulatory Commission, and SBM should

4. Conditions for the Contract to be Effective

4. Conditions for the Contract to be Effective
Both parties agree that the agreement will be effective from the date it is signed and meantime
the following conditions are met:

 The stock issuance is approved by relevant state-owned assets supervision departments.
 The stock issuance is approved by Shareholders' General Meeting.
 The stock issuance approved by China Securities Regulatory Commission.

 Conditions for Termination of the Agreement
Both parties agree the agreement will be terminated on the date when any of the following circumstances occur:

The Company thinks the issuance cannot achieve the target according to existing situation of relevant laws and regulations and withdraw the application from CSRC.

Relevant state—owned assets supervision departments or China Securities Regulatory Comsion don't approve the issuance.

Both of the parties have fulfilled the duties under the contract completely.

Any force majeure event leads to the termination after agreed by both of the parties.

Other situations that should terminate the agreement according to provision of relevant laws desorbetions in China

6. Liability for breach of contract Either of the parties fail in fulfilling the duty or fulfill appropriately or violate any of own state-ment and commit in the agreement will be deemed as breach of contract, the party (breaching party) should redress the breach within 30 days after the other party (observant party) deliver the notification to ask for redress; if there is no redress action taken by the breaching party, the

observant party keeps the right for competent People's Court proceedings.

All the losses, obligations and expenditures (inclusive of interest, rational legal service fee and other expert fee) afforded by observant party should be paid by the breach party ected Transaction Pricing Principle

The pricing benchmark date should be the date on the resolutions of the 8th meeting of the 7th Board on the private placement of shares is announced. The issuing price will be the price not lower than 90% of the average trading price for 20 trading days prior to the pricing benchmark date. That is to say, the issuing price will be no lower than RMB 4.93/share (average trading price of shares for the 20 trading days prior to the pricing benchmark date = total turnover of share trading for the 20 trading days prior to the pricing benchmark date/total quantity of share trading for the 20 trading days prior to the pricing benchmark date/total quantity of share trading the trading days prior to the pricing benchmark date/total quantity of share trading days prior to the pricing benchmark date/total quantity of share trading the capital during the period from the pricing benchmark date to the issuing date, the amount of privately placed shares will be adjusted accordingly.

The issuing price will be determined by the Board of Directors authorized by the Shareholders' General Meeting by discussing with the major sponsor according to the auction results, after obtaining the issuance approval documents from CSRC.

SBM will not join in the auction of pricing, but commits that it will accept the auction result of other subscribers and will subscribe for the shares at the same price as other investors. pricing benchmark date should be the date on the resolutions of the 8th meeting of the 7th

1N. Related Felationship
SBM directly holds 207,918,282 shares of the Company, and indirectly hold 2,287,681 shares
through its wholly owned subsidiary Hong Kong Industrial Co., Ltd. which in total is 210,205,963
shares accounting for equity ratio of 28.75%. Above mentioned transaction is regarded as con-

Company Name: Shanghai Building Materials Group General Company Company Type: Ownership by the whole people Registered Address: 240 East Beijing Road, Shanghai

Legal Representative: Lin Yibin Date of Establishment: 29 December 1993

ate of Establishment: 29 December 1993
egistered Capital: RMB 2000 million
usiness License Registration Number: 310000000025761
usiness Scope: Investment holdings, diversified economy, building materials, design and man
cture and sale of building materials equipment and related products, engaged in architectur
gineering and technology development and transfer business, building decoration engineeri
ntracting and design and construction, real estate development and management. (license
erate the business covering the operating permit)
Related Parties Transaction Effect
Transaction Objective

1. Transaction Objective
The transaction is beneficial for optimizing the shareholding structure of the Company and boosting further development.

2. Issuance effect to the Company
(1) The issuance explores and strengthens the Company's business

The raised capital will be used mainly for the Company's main business, the Company can enhance financial strengthen and financing, further improve profitability and market competition after invest the raised capital into projects. The Company's main business will not change after (2) The changes of Articles of Association and structure of shareholding, senior officers and rev-

A. Change of Articles of Association

pany will revise the Articles of Association after the completion of private placement

B. Change of shareholders' structure
The issuance will not lead to the change of control right to the Company. Before the private placement of shares, SBM holds 210,205,963 shares accounting for 28,75% of the Company's shares directly and indirectly. The Company carries out private placement of shares to no more than 10 chosen investors, issuance shares in total are no more than 202,839,756 shares (inclusive), after the subscription of the privately placed shares, SBM will hold no less than 28,75% and no more than 30,50% (including the numbers) equity of the Company directly or indirectly. After the issuance, SBM is still the largest shareholder of the Company to take the controlling position. The amount of investors with restricted conditions for sale of shares will increase, the Company's shareholder structure will be changed, and it is predicated to add no more than 202,839,756 restricted tradable shares.

C. Change of senior officer structure

There is no change to the senior officers in the issuance

nsolidates, asset-liability ratio drops which contribute to the Company's capac

(6) Einect on national status Until 31 March Difference Company's asset-liability ratio (parent company) was 42.03%, and the consolidated asset-liability ratio was 59.94%. The issuance will decrease the Company's

not audited) VI. Voting of the Board Meeting
The 8th meeting of the 7th Board was held at the headquarters of the Company on 16 May 2013.
8 directors should attend the meeting and actually all 8 directors were present at the meeting.
The meeting considered and approved the Proposal on Related Party Transaction concerned with Private Placement. The related party directors Mr. Lin Yibin and Mr. Eddie Chai avoided voting on the proposal, in a manner responsible for all shareholders. Other unconnected directors approved the proposal in unanimous.

transaction:

1. The pricing of the connected transactions is fair and just, and the transaction procedures are open and clear, which meet the provisions of relevant laws, administrative regulations, department rules and other normative legal documents.

2. The connected transaction was considered and approved by the 8th Meeting of the 7th Board of Directors, related directors Mr. Lin Yibin and Mr. Eddie Chai avoided voting on this proposal.

and other shareholders especially the medium and small shareholders

VIII. Back-up Docume The Resolutions of the 8th meeting of the 7th Board of the Company 2. The Stock Subscription Contract (subject to condition

3. The Special Opinions of Independent Directors on the Shareholder Subscribing for the Privately

Board of Directors

Shanghai Yaohua Pilkington Glass Group Co., Ltd. 20 May 2013

SHANGHAI YAOHUA PILKINGTON GLASS GROUP CO., LTD. (Incorporated in the People's Republic of China)

Articles of Association The Board of the Company and all directors commit that there are no false record, misleading state

The Board of the Company and all directors commit that there are no false record, misleading statement or omission of material importance of the public amouncement, and will bear joint responsibility for the authenticity, accuracy and integrity of its content.

In accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, Decisions on Amending Some Provisions on Cash Dividends by Listed Companies, and Notice on further Implementation of Cash Dividend Distribution of Listed Companies, the profit distribution article in the Articles of Association was revised as follows: The previous Article 169: The Company can distribute dividend in the form of cash or shares. The dividend distribution of the Company shall comply with Chinese laws, regulations and relevant stip—

The revised Article 169: The Company shall carry out ongoing and stable profit distribution policy. The distribution of profit of the Company shall be focused on providing reasonable investment returns to investors and take into account the Company's sustainable development. The Company will actively distribute dividends in the form of cash after meeting the fund requirements of normal production and operation.

(1) The Company may distribute dividends in the form of cash, shares, combination of cash and shares, or other method allowed by laws and regulations.

(2) The accumulated distribution of dividends shall not exceed the cumulative distributable profit and not detriment the consistent operation ability of the Company.

(3) The Company shall carry out the distribution of cash dividends once a year when meeting the conditions of cash dividend distribution. The Board of Directors may propose an interim cash dividend distribution according to the fund condition of the Company if possible.

(4) The Company shall keep the continuity and stability of the profit distribution policy. The accumulated distribution of cash dividends in the latest three years shall be no less than 30% of the annual average distributable profit made in the last three years.

(5) Before the Company carries out profit distribution, the Board of Directors shall make a plan of profit distribution first and then submit for the approval of Shareholders' General Meeting. When deciding on the profit distribution plan, the Board shall be recorded in written and kept as company files.

(6) When deliberating on the specific cash dividend plan, the Board should carefully study and reason about the timing, conditions and minimum quota of cash dividends, adjustment conditions and decision making procedure requirements, and the independent directors shall express clear opinions on that.

actively communicate with the shareholders especially the medium and small shareholders through various channels (including but not limited to special hottine, Board secretary mailbox and inviting medium and small investor to attend the meeting), fully listening to the requests of medium and small shareholders and reply their questions in time.

(8) If the Comman fails to represent the state of the shareholders and reply their questions in time.

(9) The Company shall disclose the details of formulation and execution of cash dividend policy in

the regular reports. If it made profit but not proposing a cash dividend plan, the Company shall explain in details the reasons of not proposing cash dividend plan, and the usage and utilization plan of the retained fund not used for cash dividend in its annual report. of the retained fund not used for cash dividend in its annual report.

(10) The Company shall strictly carry out the cash dividend policy provided in the Articles of Association and the specific cash dividend plan approved by the Shareholders' General Meeting. If it is necessary to adjust or change the cash dividend policy provided in the Articles of Association, the proposal to amend the cash dividend policy shall meet the provisions of Articles of Association, be

vote of more than two-thirds of total voting shares held by the shareholders present at the Share-holders' General Meeting.

The proposal was considered and approved by the 8th meeting of the 7th Board held on 16 May 2013 and shall be submitted for the deliberation of the Annual Shareholders' General Meeting for 2012.

Boaru va Shanghai Yaohua Pilkington Glass Group 20 May 2013





公司註冊

17間分行網絡遍佈中外

- ・香港及海外公司
- 公司秘書服務
- · 辦理周年申報

・撒銷註冊



企業管理

- 租用商務辦公室
- ・商務通訊組合
- ・信託及代理人服務 ・代辦銀行開戶 ・企業融資諮詢服務
- 註冊文件律師鑒証 常年法律顧問服務 ・註冊商標



會計・税務

- ・理賬報税 審計安排
- ・庫存盤點 税務顧問

九龍灣 億京中心 - 8206 3139 尖沙组 新港中心 - 3519 6338 柏裕荫菜中心 · 27828118

灣仔 安盛中心 · 8206 9319 灣仔 胡忠大夏 · 8206 0218

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申請酒牌續期啟事 叙福樓海鮮酒家

現特通告: 邱勝祥其地址爲九龍 灣宏照道33號國際交易中心28樓 2811室,現向酒牌局申請位於新 界元朗天水圍頌富廣場1樓158號 舖叙福樓海鮮酒家的酒牌續期。 凡反對是項申請者,請於此啓事 登報之日起十四天內,將已簽署 及申明理由之反對書,寄交新界 大埔鄉事會街8號大埔綜合大樓4

樓酒牌局秘書收。 日期:2013年5月20日 APPLICATION FOR RENEWAL OF LIQUOR LICENCE LUCKY HOUSE SEAFOOD RESTAURANT

Notice is hereby given that Yau Shing Cheung of Suite No. 2811, 28/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay is applying to the Liquor Licensing Board for renewal of the Liquor Licence in respect of LUCKY HOUSE SEAFOOD RESTAURANT at Shop No.158, 1/F, Chung Fu Plaza, Tin Shu Wai, Yuen Long, New Territories. Any person who knows any reason why this renewal should not be granted should send a written and signed statement of the facts to the Secretary, Liquor Licensing Board, 4/F, Tai Po Complex, No. 8 Heung Sze Wui Street, Tai Po, New Territories within 14 days from the date of this notice.

Date:20-5-2013

寬 香港私家侦探社 🍩 全港歷史悠久 信心保証

辦至現今每無案件仍親自主理 刑 業 傷 具 刺 女 活 豪 陸 影 戰 猶 徵 酬 證 訓 訓 行 家 活 雜 遊 外 服 訓 倫 經 保 鄉 查 查 踪 計 動 新 排 实 聚 查 鄉 告 答 自 屋 旺 角 縁 社 : 角質数週747號全部中心5字標目室 : 2381 8008(大子米端間ロヨロ)

自憲北角分社: 香港美皇道121號七海商業中心1楼101室 電話:2578 3600 (地台山東東北美田)

申請酒牌啓事 <u>牛角日本燒肉專門店</u>

現特通告: 鄧立仁其地址爲九龍灣宏 照道33號國際交易中心28樓2811室現 向酒牌局申領位於新界屯門屯門鄉事 會路83號 V city一樓L1-18舖牛角日 本燒肉專門店的酒牌。凡反對是項申 請者,請於此啓事登報之日起十四天 内,將已簽署及申明理由之反對書, 寄交新界大埔鄉事會街8號大埔綜合 大樓4樓酒牌局秘書收。

日期:2013年5月20日





工傷保險

僱主須為其兼職家務助理 投購工傷保險,違例最高 罰款十萬元及監禁兩年。

2717 1771

查詢請電勞工處:

There is no change to the senior officers in the issuance.

D. Change of business structure

There is no significant change to the Company's business revenue structure.

(3) The change of financial status, profitability, cash flow, liabilities structure and ratio.

The Company plans to raise capital amounts to no more than RMB 1 billion by the private placement of shares, the raised capital further increase the company's net assets and total assets and decrease asset-liability ratio, the completion of projects invested by the raised capital will im-

necrease asset—nammy rano, the completion of projects invested by the raised capital will im-prove the Company's profitability and increase the cash flow.

A. Financial structure change
After the issuance, both of the Company's net assets and total assets will increase, capital

C. Cash flow change By the issuance, the Company's cash flow will increase substantially, after the new projects start up and begin to make profit, the cash flow for future investment activities and operating activities

up and negan to make proon, its case and management relationship among the listed companies, SBM and the connected transactions and horizontal competition.

After the issuance, there will be no changes for the business and management relationship, connected transactions and horizontal competition among the Company, SBM and its related parties.

(5) Occupation of fund and guarantee status of the listed companies After the issuance, there will be no illegal occupation of fund and assets and illegal guarantee among the Company, controlling shareholders and their related parties.

(6) Effect on liabilities status

13.21 March 2013 the Company's asset-liability ratio (narent company) was 42.03%, and

debt ratio and strengthen the capacity of indirect financing and risk prevention. (Above data is

of Directors, related directors Mr. Lin Tibin and Mr. Eddie Chai avoided voting on this proposal. The voting procedure compiled with relevant laws, administrative regulations, department rules, and normative legal documents, the Articles of Association of the Company and provisions of Administrative Rules of Related Party Transaction of the Company.

3. The related party transaction showed the support and confidence of big shareholders to the Company, which is beneficial for the development of the Company and satisfies the interests of all shareholders and the Company. There were no events detrimental to the interests of the Company

Public Announcement on Amendments to

When considering the specific cash dividend plan, the Shareholders' General Meeting shall

medium and small investor to attend the meeting), fully listening to the requests of medium and small shareholders and reply their questions in time.

(8) If the Company fails to propose a profit distribution plan in cash when it is profitable that year, the Board shall clarify the specific reasons and the independent directors shall express their inde-pendent opinions on the profit distribution plan, which shall be disclosed in time. The profit distri-bution plan approved by the Board shall be submitted for the approval of Shareholders' General Meeting by onsite or website voting, and the Board shall make explanations to the Shareholders'