證券代碼：A股 600695　　證券簡稱：A股 綠庭投資
B股 900919　　B股 綠庭B股
編號：臨2019-004

上海綠庭投資控股集團股份有限公司 第九屆董事會2019年第一次臨時會議決議公告

本公司及董事會全體成員保證公告內容的真實、準確和完整，沒有虛假記載、誤導性陳述或者重大遺漏。

上海綠庭投資控股集團股份有限公司（下稱「公司」）第九屆董事會2019年第一次臨時會議於2019年2月14日在公司總部召開，本次會議以通訊方式召開。本次會議的通知於2019年2月13日以書面、電子郵件等方式發出。公司董事會現有9名成員，均親自出席本次會議。本次會議的召開符合有關法律法規和《公司章程》的規定。會議由董事長龍煉主持，會議經審議通過如下決議：

1、審議通過《關於執行新修訂的金融工具會計準則的議案》，內容詳見同日披露的《上海綠庭投資控股集團股份有限公司關於執行新修訂的金融工具會計準則的公告》（臨2019-005）。表決結果：9票同意，0票棄權，0票反對。

2、審議通過《關於聘任證券事務代表的議案》，同意聘向娜女士（簡歷後附）爲公司證券事務代表，協助董事會秘書履行職責，任期與本屆董事會一致。表決結果：9票同意，0票棄權，0票反對。

特此公告。

上海綠庭投資控股集團股份有限公司
2019年2月16日

附件：向娜女士簡歷

向娜，女，1978年1月出生，中國國籍，無境外永久居留權，大學本科。現負責上海綠庭投資控股集團股份有限公司風險控制工作以及法律事務。曾任上海川崎食品有限公司法務專員。

向娜女士已取得上海證券交易所頒發的《董事會秘書任職資格證書》，其任職資格符合《公司法》、《上海證券交易所股票上市規則》等相關法律、法規和規範性文件的規定，不存在受到中國證監會、上海證券交易所及其他有關部門處罰的情形。截至本公告披露日，向娜女士未持有公司股票，與公司的董事、監事、高級管理人員、實際控制人及持股5%以上的股東不存在關聯關係。

證券代碼：A股 600695　　證券簡稱：A股 綠庭投資
B股 900919　　B股 綠庭B股
編號：臨2019-005

上海綠庭投資控股集團股份有限公司 關於執行新修訂的金融工具會計準則的公告

本公司及董事會全體成員保證公告內容的真實、準確和完整，沒有虛假記載、誤導性陳述或者重大遺漏。

上海綠庭投資控股集團股份有限公司（以下簡稱「公司」）於2019年2月14日召開第九屆董事會2019年第一次臨時會議，審議通過了《關於執行新修訂的金融工具會計準則的議案》。公司決定於2019年1月1日起開始執行新修訂的金融工具會計準則並開展會計工作,具體情況說明如下：

一、會計政策變更原因

2017年3月31日，財政部發布了修訂後的《企業會計準則第22號——金融工具確認和計量》、《企業會計準則第23號——金融資產轉移》和《企業會計準則第24號——套期會計》。5月2日，財政部發布了修訂後的《企業會計準則第37號——金融工具列報》（統稱「新金融工具系列準則」），在境內外同時上市的企業自2018年1月1日起執行新金融工具系列準則，其他境內上市企業自2019年1月1日起執行。

二、會計政策變更日期

公司決定自2019年1月1日開始執行新金融工具系列準則。

三、本次會計政策變更對公司的影響

（一）、會計政策變更的主要內容

1、修訂後的《企業會計準則第22號—金融工具確認和計量》、《企業會計準則第23號—金融資產轉移》、《企業會計準則第24號—套期會計》、《企業會計準則第37號—金融工具列報》主要變更內容如下：

（1）以企業持有金融資產的「業務模式」和「金融資產合同現金流量特徵」作爲金融資產分類的判斷依據，將金融資產分類爲「以攤余成本計量的金融資產」、「以公允價值計量且其變動計入其他綜合收益的金融資產」和「以公允價值計量且其變動計入當期損益的金融資產」三類。

（2）調整了非交易性權益工具投資的會計處理。允許企業將非交易性權益工具投資指定爲以公允價值計量且其變動計入其他綜合收益進行處理，但該指定不可撤銷，且在處置時應將之前已計入其他綜合收益的累計利得或損失轉入留存收益，不得結轉計入當期損益。

（3）金融資產減值會計由「已發生損失法」改爲「預期損失法」，且計提範圍有所擴大，以更加及時、足額地計提金融資產減值準備，揭示和防控金融資產信用風險。

（4）金融資產轉移的判斷原則及其會計處理進一步明確。

（5）套期會計準則擴大了符合條件的被套期項目和套期工具範圍，以定性的套期有效性測試要求取代定量要求，引入套期關係「再平衡」機制。

（6）金融工具相關披露要求相應調整。

（二）、本次會計政策變更對公司的影響

1、本公司對被投資單位不具有控制、共同控制或重大影響並且在活躍市場中沒有報價、公允價值不能可靠計量的權益工具投資，原分類爲「可供出售金融資產」，依據新金融工具準則規定，分類調整至 「以公允價值計量且其變動計入當期損益的金融資產」。

2、本公司將持有的非交易性權益工具投資指定爲「以公允價值計量且其變動計入其他綜合收益的金融資產」。

3、本公司金融資產減值準備計提由「已發生損失法」改爲「預期損失法」。

4、根據新金融工具會計準則的銜接規定，公司無需重述前期可比數，首日執行新準則與原準則的差異調整計入2019年期初留存收益或其他綜合收益，並於2019年一季報起按新準則要求進行會計報表披露，不重述2018年末可比數。

四、董事會、獨立董事及監事會意見

董事會認爲本次執行新修訂的金融工具會計準則是根據財政部相關規定進行的調整，符合有關監管機構的相關規定，對公司財務狀況、經營成果無重大影響。

獨立董事認爲本次執行新修訂的金融工具會計準則是根據財政部相關文件規定進行的，變更後的公司會計政策符合財政部的相關規定，不存在損害公司及全體股東合法權益，特別是中小股東利益的情形。本次決議程序符合相關法律法規及《公司章程》規定，因此同意公司執行新修訂的金融工具會計準則。

2019年2月14日，公司第九屆監事會2019年第一次臨時會議審議通過了《關於執行新修訂的金融工具會計準則的議案》，監事會認爲執行新修訂的金融工具會計準則不存在損害公司及股東利益，特別是中小股東利益的情形，審核程序符合相關法律、法規、規範性文件和《公司章程》的規定。

五、備查文件

1、第九屆董事會2019年第一次臨時會議決議；
2、第九屆監事會2019年第一次臨時會議決議；
3、獨立董事對執行新修訂的金融工具會計準則的獨立意見。

特此公告。

上海綠庭投資控股集團股份有限公司
2019年2月16日

SHANGHAI YAOHUA PILKINGTON GLASS GROUP CO., LTD.

(Incorporated in the People's Republic of China)

Public Announcement on Progress on the Open Solicitation of a Strategic Investor by a Controlled Subsidiary for Capital Increase

The Board of the Company and all directors commit that there are no false records, 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.

Important contents:

- Summary of the progress: After the Proposal on Consent for an Open Solicitation of Strategic Investor by Controlled Subsidiary SYP Kangqiao Autoglass Co., Ltd. (hereinafter referred to as "SYPKA") for Capital Increase was approved on 3 July 2018 by the Company's 8th Board at its 28th meeting and the Company's 8th Supervisory Committee at its 25th meeting, Pilkington Group Limited (hereinafter referred to as "Pilkington") has been brought in by SYPKA as an investor through an open solicitation in Shanghai United Assets and Equity Exchange ("SUAEE"), and the relevant capital increase agreement has been signed. The change registration and record-filing of capital increase has been completed at the Market Supervision and Administration Bureau of Pudong New District ("MSA").
- Pilkington, the strategic investor that has been brought in by SYPKA, has subscribed for an addition of US$10.0493 million to SYPKA's registered capital with a total investment in U.S. dollars equivalent to RMB 108.50 million.
- SYPKA is the controlled subsidiary of Shanghai Yaohua Pilkington Glass Group Co., Ltd. (hereinafter referred to as "the Company" or "SYP"). Pilkington Group Limited is under the same control as the Company's second largest shareholder Pilkington International Holdings BV, which forms the connected transaction. The capital increase investment accounted for 3.61% of the Company's latest audited net assets. Pursuant to the Stock Listing Rules of the Shanghai Stock Exchange, the Company's Articles of Association, as well as other applicable regulations and rules, the said matter is not required to be approved by shareholders' general meeting.
- After the completion of the capital increase, the Company will remain the controlling shareholder of SYPKA and has the controlling power.
- This deal does not constitute a major asset restructuring as defined in the Measures of China Securities Regulatory Commission for Administration of Major Asset Restructurings of Listed Companies, which means that there is no material legal impediment for this deal.

I. Overview of the Transaction

(I) Basic Information on the Capital Increase

Pilkington has been chosen as the strategic investor of the Company's controlled subsidiary SYPKA via an open solicitation in SUAEE through competitive negotiations. Pilkington has subscribed for an addition of US$10.0493 million to SYPKA's registered capital with a total investment in U.S. dollars equivalent to RMB 108.50 million. Upon the capital increase, SYPKA's registered capital has been increased from US$ 115.5671 million to US$ 125.6164 million, of which SYP contributes US$ 58,084,000 (46.24%), Shanghai Building Materials Group Co., Ltd. (hereinafter referred to as "SBM") contributes US$ 51,708,400 (41.16%), Hong Kong Hai Jian Industry Company Limited ("HK HAIJIAN") contributes US$ 5,774,700 (4.60%), and Pilkington contributes US$ 10,049,300 (8.00%) out of a total investment in U.S. dollars equivalent to RMB 108,500,000, with the rest of the investment going into SYPKA's capital reserves.

(II) Procedures Performed regarding the Capital Increase

1)Audit and evaluation, as well as filing to the State-owned Assets Supervision and Administration Commission (for further information, please refer to the Public Announcement of Shanghai Yaohua Pilkington Glass Group Co., Ltd. on an Open Solicitation of a Strategic Investor by Controlled Subsidiary for Capital Increase disclosed on Shanghai Securities News and the website of the Shanghai Stock Exchange dated 4 July 2018).

2)On 15 August 2018, SYPKA conducted an open solicitation in SUAEE for investor.

3)On 27 December 2018, the strategic investor Pilkington entered into the Capital Increase Agreement with the other shareholders of SYPKA.

4)On 31 January 2019, Pilkington completed capital subscription in accordance with the Capital Increase Agreement. All the registered capital of SYPKA has been contributed by all shareholders.

5)On 14 February 2019, SYPKA completed the relevant registration change and record-filing of capital increase at MSA.

II. Information about the Investor Brought in by SYPKA

Pilkington Group Limited was founded on 30 June 1894, with the legal representative Paul Ravenscroft, registered capital GBP 1,983,925,817. The contact address is NSG European Technical Centre, Hall Lane, Lathom Lancashire L40 5UF, England. The major business is glass manufacturing and sales. Pilkington Group Limited is the wholly owned subsidiary of Pilkington International Holdings BV, the second largest shareholder of the Company.

By 31 March 2018, the total assets of Pilkington Group stood at GBP 2,799,447,000, the total liabilities GBP 854,002,000, and net assets GBP 1,843,796,000.

III. Information about the Target Company, SYPKA

1.For further information, please refer to the Public Announcement of Shanghai Yaohua Pilkington Glass Group Co., Ltd. on an Open Solicitation of a Strategic Investor by Controlled Subsidiary for Capital Increase disclosed on Shanghai Securities News and the website of the Shanghai Stock Exchange dated 4 July 2018.

2.Equity Structure

Before the capital increase, the registered capital of SYPKA was USD 115,567,100, and the contribution proportions were as follows:

Names	Registered capital (USD)	Equity ratio
SYP	58,084,000	50.26%
SBM	51,708,400	44.743%
HK HAIJIAN	5,774,700	4.997%
TOTAL	115,567,100	100%

After the capital increase, the registered capital of SYPKA shall be increased to USD 125,616,400, and the registered capital subscribed by the Parties and their respective equity ratio shall be changed as follows:

Names	Registered capital (USD)	Equity ratio
SYP	58,084,000	46.24%
SBM	51,708,400	41.16%
PILKINGTON	10,049,300	8.00%
HK HAIJIAN	5,774,700	4.60%
TOTAL	125,616,400	100%

IV. Main Contents of the Agreement Signed

The Capital Increase Agreement was entered into among all the shareholders on 27 December 2018, with its main contents as below:

(I) Capital increase party
Pilkington Group Limited

(II) Capital increase target
SYP Kangqiao Autoglass Co., Ltd.

(III) Purpose
SYPKA current shareholders agreed to increase the registered capital to USD 125.6164 million and Pilkington to subscribe for the added amount, for the long term development of SYPKA and enhance its strength.

(IV) Amount of capital increase

The investor subscribed for the increased registered capital of USD 10,049,300 in cash with the amount of equivalent USD of RMB 108,500,000 according to the Reuters screen rate for USD/RMB at or about 4pm China time/ 9am UK time on the day before the deposit and final payments are to be made, of which USD 10,049,300 shall be recorded as the registered capital and the rest shall be added to the capital reserve.

(V)Method and time

1.Method: the payment shall be made in USD cash in a lump sum. However, during the process of the capital increase, the deposit and down payment paid by the investor shall be converted into partial of the capital increase investment.

2.Time: The Capital Increase Agreement shall be effective upon the Board's approval of the JV Contract and AOA, and the completion of change registration and record-filing with relevant goverment authorities including the MSA, MoC and governing banks. Within five (5) Business Days after taking effect of this Agreement, the Investor shall pay the remaining subscription price after the deduction of deposit and down payment in a lump sum to the designated bank account of SYPKA.

(VI) Default Liability

The breach of any provision of this Agreement by any Party, shall constitute a breach of contract and such Party shall be liable for breach of contract. If more than one Party default, each of the breaching Party shall bear the liability arising from its respective breach of contract. The scope of liability for breach of contract is limited to the total amount of actual losses suffered by the other Party as a result of such breach.

(VII)Dispute settlement

If a dispute arises from or in connection with this Agreement, such dispute shall be resolved by the Parties through negotiation; if the dispute could not be resolved through negotiation, each party may submit the dispute to the China International Economic and Trade Arbitration Commission Shanghai Sub-commission for arbitration pursuant to the then effective arbitration rules within sixty (60) days upon the request of the other Parties.

V. Effects on the Company

The introduction of Pilkington by SYPKA as a strategic investor through an open solicitation for capital increase will help the Company leverage Pilkington's advantages and platform so as to further develop the automotive glazing business, improve the technical capability, increase production capacity, and expand domestic and overseas markets, which is in line with the Company's development strategy, as well as the interests of all the Company's shareholders.

VI. Documents for Reference

1. The Capital Increase Agreement and Joint Venture Contract
2. SYPKA's business license and Articles of Association

Shanghai Yaohua Pilkington Glass Group Co., Ltd.
16 February 2019

清潔香港人人有責

證券代碼：001872/201872　　公告編號：2019-019
證券簡稱：招商港口/招港B

招商局港口集團股份有限公司 關於2019年1月業務量數據的 自願性信息披露公告

本公司及董事會全體成員保證信息披露的內容真實、準確、完整，沒有虛假記載、誤導性陳述或重大遺漏。

業務指標	2019年1月	同比變化	本年累計	同比變化
集裝箱(萬TEU)	963.4	5.6%	963.4	5.6%
其中:國內碼頭	728.9	6.4%	728.9	6.4%
港澳台碼頭	63.4	-3.6%	63.4	-3.6%
海外碼頭	171.1	5.7%	171.1	5.7%
散雜貨(萬噸)	4,880.2	7.3%	4,880.2	7.3%
其中:國內碼頭	4,816.3	6.5%	4,816.3	6.5%
海外碼頭	63.9	143.9%	63.9	143.9%

備註：部分業務量數據爲預估；以上數據不含滾裝船車輛數據。

特此公告。

招商局港口集團股份有限公司
董　事　會
二〇一九年二月十六日

切勿聘用非法勞工

聘用非法勞工，包括持雙程證訪客、他人的外籍家庭傭工等，可被判入獄三年及罰款35萬元

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