



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

## **Public Announcement on Resolutions of the 17<sup>th</sup> Meeting of the 8<sup>th</sup> Board of Directors**

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 announcement, and will bear joint responsibility for the authenticity, accuracy and integrity of its content.

### **I. The convention of the meeting**

The 8<sup>th</sup> Board of Directors of Shanghai Yaohua Pilkington Glass Group Co., Ltd. (“the Company”) sent out meeting notification and materials to directors by email on 6 Jan 2017, the 17<sup>th</sup> meeting was convened on 18 Jan 2017 in the meeting room of the Company, seven directors should attend the meeting and actually six directors were present at the meeting, Mr. Zhang Dingjin authorized the Chairman Mr. Zhao Jian to exercise the voting rights on behalf of him. The convention of the meeting complied with relevant provisions of the *Company Law* and *Articles of Association*.

### **II. Proposals discussed at the meeting**

#### **1. The Meeting considered and approved the Working Report for 2016**

Voting result: 7 affirmative votes, 0 dissenting vote, 0 abstention vote

#### **2. The Meeting considered and approved the Report on Budget for 2017 (draft)**

Voting result: 7 affirmative votes, 0 dissenting vote, 0 abstention vote

The proposal shall be submitted for the approval of shareholders' general meeting.

#### **3. The Meeting considered and approved the Proposal on Appraisal and Year-End Performance Pay of the Management for 2016**

Voting result: 7 affirmative votes, 0 dissenting vote, 0 abstention vote

4. The Meeting considered and approved the Proposal on Investment of Low Risk Cash Management Product with Own Idle Fund

Please refer to the Public Announcement on Shanghai Yaohua Pilkington Glass Group Co., Ltd. Investment of Low Risk Cash Management Product with Own Idle Fund for detail, which was published in Shanghai Securities News, Tai Kung Pao and on SSE website.

Voting result: 7 affirmative votes, 0 dissenting vote, 0 abstention vote

5. The Meeting considered and approved the Proposal on Merger of Tianjin SYP Glass Co., Ltd. and TSYP Pilkington Glass Co., Ltd.

Tianjin SYP Glass Co., Ltd. (“TSYP”) and TSYP Pilkington Glass Co., Ltd. (“TSYPP”) have problems of double taxation, increasing transaction costs and internal management cost undistinguishable due to the existing connected transaction in products, materials, equipments, capital and personnel, in view of the situation, the Board of Directors agreed that: TSYPP will be merged into TSYP. As the surviving party, TSYP will continue its operation, while TSYPP will implement tax liquidation and its legal person qualification will be cancelled, and all of its assets, liabilities, rights and interests will be legally succeeded by TSYP. The Board of Directors authorized the Management to draft project plan, go through relevant procedures and timely report to the Board about the progress of the merger and make public announcement.

Voting result: 7 affirmative votes, 0 dissenting vote, 0 abstention vote

6. The Meeting considered and approved the Proposal on Funding CS1 Technical Reform

The Board of Directors agreed that: the Company funds Jiangsu Pilkington SYP Glass Co., Ltd. (“JSYP”) RMB 80 million with three years term and interest rate of 10% above market rate (approved at the 5<sup>th</sup> Meeting of the 8<sup>th</sup> Board of Directors on 16 Dec 2015) to ensure the project will be finished as planned. The borrowing will be repaid by JSYP sales revenue and counter guaranteed by JSYP assets.

Voting result: 7 affirmative votes, 0 dissenting vote, 0 abstention vote

Shanghai Yaohua Pilkington Glass Group Co., Ltd.

19 January 2017