

北京锦世投资集团股份有限公司
第八届董事会第四次临时会议决议公告

北京锦世投资集团股份有限公司
2015年5月19日
北京锦世投资集团股份有限公司董事会
2015年5月19日

北京锦世投资集团股份有限公司
独立董事关于收购青岛康平铁路玻璃钢有限公司49%股权的独立董事意见

公司独立董事袁冲、刘德、陈持平就公司关于收购青岛康平铁路玻璃钢有限公司(以下简称“青岛康平”)49%股权的事项发表了独立董事意见,我们认为:
一、收购事项符合公司的发展战略规划。

北京锦世投资集团股份有限公司
关于收购青岛康平铁路玻璃钢有限公司49%股权的公告

北京锦世投资集团股份有限公司
2015年5月19日
北京锦世投资集团股份有限公司
2015年5月19日

本次交易事项不构成关联交易,也不构成重大资产重组;本次交易无需提交公司股东大会审议通过,亦无需提交政府相关部门的批准。
二、交易对方的基本情况
1.姓名:孙忠正
国籍:中国
住所:山东省青岛市市南区延安三路***
2.姓名:孙静
国籍:中国
住所:山东省青岛市市南区延安三路***
3.姓名:赵秀芳
国籍:中国
住所:山东省青岛市市南区福州南路***
4.姓名:刘晓明
国籍:中国
住所:山东省青岛市市南区汇川路***
5.姓名:万翔宇
国籍:中国
住所:山东省青岛市城阳区南村***
6.姓名:万光宝
国籍:中国
住所:山东省青岛市李沧区滨河路***
7.姓名:杨斌
国籍:中国
住所:吉林省长春市朝阳区惠工路***

前述职七名自然人与本公司、本公司前十名股东在产权、业务、资产、债权债务、人员等方面均不存在关联关系,也不存在其他可能或已经造成公司对其利益倾斜的其他关系。
三、交易标的基本情况
1.本次交易的交易标的为青岛康平49%的股权,该项股权权属清晰,不存在抵押、质押或者其他第三人权利,不存在涉及有关资产的重大争议、诉讼或仲裁事项,不存在查封、冻结等司法强制措施。标的公司即青岛康平的基本情况如下:
(1)名称:青岛康平铁路玻璃钢有限公司
(2)注册资本:人民币13,200万元。
(3)企业类型:有限责任公司
(4)注册地址:青岛城阳区棘洪滩街道南村西。
(5)经营范围:
研发、设计、生产铁路客车、高速动车组和城市轨道交通的1、卫生间、包间模块、前端车头、驾驶室、乘客座椅及内装用各种设备配件用的玻璃钢制品及所有相关模具和工装 2、聚氨酯制品 3、机械加工制品、货物进出口、技术进出口(法律、行政法规禁止的项目除外,法律、行政法规限制的项目应取得许可方可经营)。(以上范围需经许可经营的,须凭许可证经营)。

Table with 4 columns: No., Party Name, Acquisition Proportion, and Share Price (元/股). Rows include Sun Zhongzheng, Sun Jing, Zhao Xiufang, Liu Xiaoming, Wan Xiangyu, Wan Guangbao, and Yang Bin.

2.定价依据及交易价格
各方同意评估价格作为定价依据;根据国融兴华评报字[2014]第030058号评估报告,交易各方协商确定,本次交易标的资产作价9,800万元。
3.支付方式
(1)本协议生效次日起10个工作日内,本公司将应付交易对方的股权转让款的20%,即1,960万元支付给各交易对方;
(2)标的资产(即本次转让的青岛康平49%的股权,下同)交割之日起10个工作日内,本公司将应付交易对方股权转让款的60%,即5,880万元支付给各交易对方;
(3)2016年6月30日前,本公司将应付交易对方的股权转让款的20%,即1,960万元支付给各交易对方。
4.标的资产交割
自本协议生效之日起,各方应办理完成标的资产的交割手续。本公司和交易对方应在签订本协议之日起5个工作日内提供青岛康平工商变更登记所需的公司及青岛康平股东相关文件,除非另有约定,各方应于提升本协议项下义务完成青岛康平49%股权的工商登记变更,工商变更登记核准日期即为股权转让交割完成日。

Table with 4 columns: No., Party Name, Acquisition Proportion, and Share Price (元/股). Rows include Sun Zhongzheng, Sun Jing, Zhao Xiufang, Liu Xiaoming, Wan Xiangyu, Wan Guangbao, and Yang Bin.

上海全筑建筑装饰集团股份有限公司
2014年年度股东大会决议公告

上海全筑建筑装饰集团股份有限公司
2015年5月19日

上海全筑建筑装饰集团股份有限公司
2015年5月19日

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2.交易标的的评估情况
根据北京国融兴华资产评估有限责任公司出具的国融兴华评报字[2014]第030058号《评估报告》:
青岛康平 100%股东权益采用资产基础法和收益法评估,评估机构采用资产基础法评估结果作为青岛康平 100%股东权益的最终评估结论。在评估基准日 2014 年 8 月 31 日,青岛康平的账面净资产(经审计)为 14,509.87 万元。在《评估报告》所列假设和限定条件下,采用资产基础法评估,评估后青岛康平股东全部权益价值为 21,171.76 万元;对应49%股权的评估价值为10,374.16万元。
3.标的公司最近一年又一期的资产及财务情况
根据立信会计师事务所信会师报字[2015]第250039号《审计报告》,截止2014年12月31日,青岛康平总资产为36,358.79万元,净资产为17,927.64万元;2014年度营业收入为40,625.48万元,净利润为7,179.50万元。
截止2015年3月31日,青岛康平总资产为36,428.90万元,净资产为19,328.38万元;2015年第一季度营业收入为6,655.47万元,净利润为1,857.50万元(前述数据未经审计)。
四、股权激励协议书(草案)的主要内容
就本次交易,公司拟与交易对方签署的股权激励协议书(草案)的主要内容如下:
1.本次交易的基本方案
本公司将现金9,800万元受让青岛康平七名自然人股东持有的青岛康平49%的股权。具体的收购比例及定价支付情况如下:

Table with 4 columns: No., Party Name, Acquisition Proportion, and Share Price (元/股). Rows include Sun Zhongzheng, Sun Jing, Zhao Xiufang, Liu Xiaoming, Wan Xiangyu, Wan Guangbao, and Yang Bin.

2.定价依据及交易价格
各方同意评估价格作为定价依据;根据国融兴华评报字[2014]第030058号评估报告,交易各方协商确定,本次交易标的资产作价9,800万元。
3.支付方式
(1)本协议生效次日起10个工作日内,本公司将应付交易对方的股权转让款的20%,即1,960万元支付给各交易对方;
(2)标的资产(即本次转让的青岛康平49%的股权,下同)交割之日起10个工作日内,本公司将应付交易对方股权转让款的60%,即5,880万元支付给各交易对方;
(3)2016年6月30日前,本公司将应付交易对方的股权转让款的20%,即1,960万元支付给各交易对方。
4.标的资产交割
自本协议生效之日起,各方应办理完成标的资产的交割手续。本公司和交易对方应在签订本协议之日起5个工作日内提供青岛康平工商变更登记所需的公司及青岛康平股东相关文件,除非另有约定,各方应于提升本协议项下义务完成青岛康平49%股权的工商登记变更,工商变更登记核准日期即为股权转让交割完成日。

Table with 4 columns: No., Party Name, Acquisition Proportion, and Share Price (元/股). Rows include Sun Zhongzheng, Sun Jing, Zhao Xiufang, Liu Xiaoming, Wan Xiangyu, Wan Guangbao, and Yang Bin.

5.过渡期安排及损益归属
在过渡期间,青岛康平自交易基准日(即2014年8月31日)至股权交割完成日的收益或其他原因而增加的净资产部分,与标的资产比例相对应的部分,由交易对方享有,亏损或其他原因而减少的净资产部分中,与标的资产比例相对应的部分,由交易对方承担。过渡期损益的确定以资产交割审计报告为准。前述损益在资产交割之日起30个工作日内,由青岛康平按原持股比例支付给青岛康平原股东或青岛康平按原持股比例支付给青岛康平,但,前述支付不得影响青岛康平的正常运营,否则目标公司有权延期支付。
6.协议生效条件
本协议经各方签署并生效后,自日本公司董事会会议审议通过本协议项下的交易事项之日起生效。

Table with 4 columns: Shareholder Type, Issue, Oppose, and Abstain. Row for A Shares.

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7.违约责任
本协议签订后,除不可抗力之外,任何一方不履行或不及及时、不适当履行、或怠于履行本协议项下其应履行的任何义务,或违反其在本协议项下作出的任何陈述、保证或承诺,应按相关法律法规及本协议约定承担相应违约责任或赔偿等违约责任。
8.本次交易中的资金安排
本次交易中,公司拟以支付收购青岛康平49%股权对价的资金,全部为公司自有资金。
5.涉及本次交易的其他安排
(1)本次交易不涉及员工安置,与标的公司相关的人员、人事劳动关系不发生变化。
(2)为保证目标公司经营平稳过渡,交易对方中担任青岛康平关键管理职务的孙忠正先生、杨斌先生承诺:自交割完成日起,仍至少在目标公司任职36个月。
2.本次交易相关的其他股权激励事项
与本次交易同时,中国南车集团投资管理公司将以3500万元收购青岛康平17.5%的股权;北京南车华盛创业投资企业(有限合伙)将以500万元收购青岛康平2.5%的股权;青岛青鸟文化传媒有限公司以人民币4,000万元收购青岛康平20%的股权。本次交易及前述股权转让收购完成后,青岛康平的股权结构如下:

Table with 4 columns: Shareholder Name, Acquisition Proportion (元/股), and Share Proportion. Rows include Beijing Jishi Investment Group, Sun Zhongzheng, China South Vehicle Investment Management, Beijing South Vehicle Investment, and Qingdao Qibiao Culture Media.

六、收购、出售资产的目的和对公司的影响
青岛康平作为一家从事轨道交通车辆相关配套特种玻璃零部件的生产与销售的企业,经过多年的发展,在生产技术、市场地位等方面均有很大的优势,随着我国高铁事业的进一步发展,青岛康平以其多年积累的优质资源能够在国内高铁配件生产与销售领域占有一席之地。公司看好青岛康平未来的发展,收购青岛康平的事项,符合公司可持续发展的战略规划,前次重组过程中公司已对此进行充分的论证,故此,在前次重组终止后,公司拟参与各方协商,积极推动达成了新的收购方案。
本次交易的收购方案在尊重原收购方案的核心内容,包括定价原则等的基础上,作出了一定的调整,为青岛康平原股东保留了部分股权,这一安排,是希望能够充分发挥青岛康平原股东在经营、经验和资源等方面的优势,推动青岛康平本次收购完成后的平稳过渡,同时更好的应对新的市场形势的变化,从而进一步提升了公司的收购风险。
七、独立董事意见
北京锦世投资集团董事袁冲、刘德、陈持平就公司关于收购青岛康平铁路玻璃钢有限公司(以下简称“青岛康平”)49%股权的事项发表了独立董事意见,独立董事认为:
公司收购青岛康平49%股权的事项,定价依据公平合理,相关审议程序合法有效,符合《公司法》、《深圳证券交易所股票上市规则》、《公司章程》及其他有关规定,不存在损害上市公司利益的情况;本次交易,有利于提升公司的整体业务实力和盈利能力,符合公司的发展战略规划。
八、备查文件
1.第八届董事会第四次临时会议决议;
2.北京锦世投资集团股份有限公司独立董事关于收购青岛康平铁路玻璃钢有限公司49%股权的独立董事意见;
3.北京锦世投资集团股份有限公司拟与青岛康平原股东签订的《股权转让协议书》(草案);
4.国融兴华评报字[2014]第030058号《评估报告》。

Table with 4 columns: Shareholder Name, Acquisition Proportion (元/股), and Share Proportion. Rows include Beijing Jishi Investment Group, Sun Zhongzheng, China South Vehicle Investment Management, Beijing South Vehicle Investment, and Qingdao Qibiao Culture Media.

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山东齐星铁塔科技股份有限公司
关于重大资产重组事项的进展公告

山东齐星铁塔科技股份有限公司(以下简称“公司”)于2014年12月18日发布了《关于筹划重大资产重组的停牌公告》(公告编号:2014-088),由于公司正在筹划重大资产重组事项,公司股票申请自2014年12月18日开市起继续停牌。

由于本次重大资产重组涉及标的企业属于通讯行业,资产核查工作量较大,核查程序复杂,无法在原预定时间2015年3月16日完成本次重大资产重组相关的尽职调查以及审计、评估工作,公司股票不能按原定时间复牌,经公司申请,公司于2015年3月16日开市起继续停牌,并发布了《关于重大资产重组进展及延期复牌公告》(公告编号:2015-023),争取公司股票于2015年6月16日开市起复牌。

停牌期间,公司根据相关规定及时履行信息披露义务,每五个交易日发布一次重大资产重组事项的进展情况。

截止本公告日,公司及有关各方正在积极、有序地推进本次重大资产重组的相关尽职调查、审计、评估等工作。根据《上市公司重大资产重组管理办法》及深圳证券交易所关于上市公司信息披露工作备忘录的有关规定,公司股票将继续停牌。停牌期间,公司将充分关注本次重大资产重组事项的进展情况并及时履行信息披露义务,敬请广大投资者注意投资风险。

特此公告。
山东齐星铁塔科技股份有限公司