

China Fangda Group Co., Ltd.

Resolutions of the 3rd Meeting of the 7th Board of Directors

The members of the Board and the Company acknowledge being responsible for the truthfulness, accuracy, and completeness of the announcement. Not any false record, misleading statement or significant omission carried in this announcement.

The Board of Directors of China Fangda Group Co., Ltd. (“The Company” hereinafter) delivered the meeting circulars by means of written and fax notices on June 17, 2014. The 3rd meeting of the 7th Board of Directors was held in the meeting room of the Company in the morning of June 21, 2014. The meeting was chaired by the Chairman of the Board of Directors Mr. Xiong Jianming. Six out of the seven directors attended the meeting. Mr. Xiong Jianming was absent due to his schedule and appointed another director Mr. Wang Shengguo to exercise his voting right at the meeting. The appointment complies with the Company Law and Articles of Association of the Company. The following proposals were approved with 7 votes in, 0 against and 0 waived:

1. Proposal on setting up wholly-owned subsidiary Shenzhen Fangda New Energy Co., Ltd.:

To maintain the Company’s lead in energy-saving curtain wall and materials and railway transport equipment industries, meet the development trend of energy saving industries, and promote the development of emerging new energy technology industries, the Company decides to invest RMB100 million to set up Shenzhen Fangda New Energy Co., Ltd. to develop solar energy PV applications, PV building integration and LED industry.

The Announcement of Setting up Wholly-owned Subsidiary Shenzhen Fangda New Energy Co., Ltd. is published on *China Securities Journal*, *Shanghai Securities Daily*, *Securities Times*, *HKCD* and www.cninfo.com.cn on June 24, 2014.

2. Proposal on changing the use of partial premises in Fangda Building

To meet the Company's development needs, the Company decides to change the use of the 3rd floor of the Fangda Building (1,290.28m²) into self-use from lease.

The above is for the attention of the shareholders.

China Fangda Group Co., Ltd.

Board of Directors

June 24, 2014