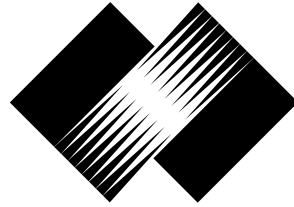


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**洛阳玻璃股份有限公司**

**LUOYANG GLASS COMPANY LIMITED**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 1108)

## **ANNOUNCEMENT OF RESOLUTIONS PASSED AT THE FIRST EXTRAORDINARY GENERAL MEETING 2012**

The board (the “**Board**”) of directors (the “**Directors**”) of Luoyang Glass Company Limited (the “**Company**”) confirms that there are no false representations, misleading statements or material omissions in this announcement and individually and collectively accept the responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

Reference is made to the circular (the “**Circular**”) of the Company and the notice of the first extraordinary general meeting 2012 of the Company (the “**EGM**”) both dated 12 September 2012 in connection with the cessation of appointment of international auditor, amendments to the Articles of Association, and discloseable and connected transaction. Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise.

## **I. CONVENING AND ATTENDANCE OF THE MEETING**

The Company held its EGM at the conference room of the Company on 1st Floor, No. 9 Tang Gong Zhong Lu, Xigong District, Luoyang Municipal, Henan Province, the PRC at 9:00 a.m. on 1 November 2012 (Thursday). A total of 2 Shareholders and their proxies, holding 160,869,644 shares with voting rights of the Company, have attended the EGM. The procedures for convening the EGM were in compliance with the relevant requirements of the Company Law of the PRC and the Articles of Association of the Company. The EGM was presided over by Mr. Song Jianming, the chairman of the Company.

## **II. CONSIDERATION OF THE RESOLUTIONS**

### **A. The following ordinary resolutions were passed by way of poll at the EGM:**

- 1 To consider and approve the cessation of appointment of PKF Certified Public Accountants as the Company's international auditor, subject to the approval by the Shareholders at the EGM in respect of the amendments to Articles 203 and 204 of the Articles of Association.

160,829,644 shares voted for the resolution, representing 99.98% of the total number of shares carrying voting rights held by the Shareholders (or by their proxies) attending the EGM. 40,000 shares voted against the resolution, representing 0.02% of the total number of shares carrying voting rights held by the Shareholders (or by their proxies) attending the EGM.

- 2 To approve and confirm the Supply and Installation Agreement, the terms and conditions thereof, the transaction contemplated thereunder and the implementation thereof.

1,851,402 shares voted for the resolution, representing 100% of the total number of shares carrying voting rights held by the Shareholders (or by their proxies) attending the EGM. 0 share voted against the resolution, representing 0% of the total number of shares carrying voting rights held by the Shareholders (or by their proxies) attending the EGM.

- 3 To approve, ratify and confirm any one of the Directors, among other matters, to sign, execute, perfect, deliver or to authorize signing, executing, perfecting and delivering all such documents and deeds, to do or authorize doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Supply and Installation Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Supply and Installation Agreement that may in their discretion consider to be desirable and in the interest of the Company and all the Directors' acts as aforesaid.

1,851,402 shares voted for the resolution, representing 100% of the total number of shares carrying voting rights held by the Shareholders (or by their proxies) attending the EGM. 0 share voted against the resolution, representing 0% of the total number of shares carrying voting rights held by the Shareholders (or by their proxies) attending the EGM.

**B. The following special resolutions were passed by way of poll at the EGM:**

- 1 To consider and approve the proposed amendments to Articles 203 and 204 of the Articles of Association to reflect change of accounting policy of the Company.

160,829,644 shares voted for the resolution, representing 99.98% of the total number of shares carrying voting rights held by the Shareholders (or by their proxies) attending the EGM. 40,000 shares voted against the resolution, representing 0.02% of the total number of shares carrying voting rights held by the Shareholders (or by their proxies) attending the EGM.

- 2 To consider and approve the proposed amendments to Article 210 of the Articles of Association to meet the requirements on the dividend distribution policy published by the relevant PRC government authorities.

160,869,644 shares voted for the resolution, representing 100% of the total number of shares carrying voting rights held by the Shareholders (or by their proxies) attending the EGM. 0 share voted against the resolution, representing 0% of the total number of shares carrying voting rights held by the Shareholders (or by their proxies) attending the EGM.

As at the date of the EGM, the total number of issued shares of the Company entitling the holders to attend and vote for or against the above resolutions at the EGM was 500,018,242 shares, CLFG, CNBMG and their associates have abstained from voting in respect of the resolutions relating to the Supply and Installation Agreement at the EGM.

### **III. WITNESS BY SOLICITORS**

The solicitor, Mr. Sun Zhe, from Henan Jiudu Law Firm was appointed by Hong Kong Registrars Limited, the Company's share registrar in Hong Kong, to act as the scrutineer for the vote-taking at the EGM.

The solicitors, Mr. Sun Zhe and Mr. Li Xiaohui, from Henan Jiudu Law Firm have witnessed the EGM and issued the legal opinion that the convening and holding of and voting procedures of the EGM were in compliance with the relevant laws and regulations and the provisions of the Articles of Association of the Company and that the resolutions passed at the EGM were legitimate and valid.

### **IV. DOCUMENTS FOR INSPECTION**

1. Resolutions of the EGM.
2. Legal opinions issued by Henan Jiudu Law Firm.

By order of the Board  
**LUOYANG GLASS COMPANY LIMITED**  
**Song Jianming**  
*Chairman*

Luoyang, the PRC  
1 November 2011

*As at the date of this announcement, the Board comprises three executive Directors: Mr. Song Jianming, Mr. Ni Zhisen and Ms. Song Fei; three non-executive Directors: Mr. Zhao Yuanxiang, Mr. Zhang Chengong and Mr. Guo Yimin; and four independent non-executive Directors: Mr. Zhang Zhanying, Mr. Guo Aimin, Mr. Huang Ping and Mr. Dong Jiachun.*