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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: 01108)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING 2015

NOTICE IS HEREBY given that the First Extraordinary General Meeting 2015 of Luoyang Glass Company Limited* (the “**Company**”) will be held at the conference room of the Company on 3rd Floor, No. 9 Tang Gong Zhong Lu, Xigong District, Luoyang Municipal, Henan Province, the People's Republic of China (the “**PRC**”) at 9:00 a.m. on 10 August 2015 for the purpose of considering and, if thought fit, passing the following resolutions:

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the announcements of the Company dated 31 December 2014, 10 June 2015 and 17 June 2015.

I. SPECIAL RESOLUTIONS:

1. The resolution, in compliance with the relevant laws and regulations, being in relation to the Company's major asset swap, issuance of shares, acquisition of assets by cash and raising of supporting funds;
2. The resolution in relation to the Company's major asset swap, issuance of shares, acquisition of assets by cash and raising of supporting funds;
 - 2.01 The subject, counterparty and mode of the transaction
 - 2.02 The consideration for the transaction and method of payment
 - 2.03 The types and face value of the shares to be issued

- 2.04 The method of share issuance and the target subscribers for the share issuance
 - 2.05 The issue price
 - 2.06 The number of shares to be issued
 - 2.07 The use of the proceeds of the supporting funds raised
 - 2.08 Subscription method
 - 2.09 Arrangement for Lock-up Period
 - 2.10 Payment by cash for this transaction
 - 2.11 Vesting of loss/gains of the underlying asset from the valuation date to and until the asset settlement date
 - 2.12 Place of listing
 - 2.13 The proposal regarding the Company's profits which are rolled over and remain undistributed prior to the issuance
 - 2.14 Asset settlement
 - 2.15 Effective term for the resolution regarding the issuance
- 3. The resolution regarding the adjustment in method of payment for the proceeds of supporting funds raised and for the differential of the asset swap constituting no material adjustment in the restructuring proposal;
 - 4. The resolution regarding the major asset swap, issuance of shares and acquisition of assets by cash constituting the connected transaction(s);
 - 5. The resolution regarding Luoyang Glass Company Limited's report (draft) on the major asset swap, issuance of shares, acquisition of assets by cash and raising of supporting funds and connected transaction(s) (《洛陽玻璃股份有限公司重大資產置換及發行股份並支付現金購買資產並募集配套資金暨關聯交易報告書(草案)》) and the abstracted resolutions thereof;

6. The resolution regarding the Agreement between Luoyang Glass Company Limited and China Luoyang Float Glass (Group) Company Limited in respect of the major asset swap, issuance of shares, acquisition of assets by cash and raising of supporting funds (《洛陽玻璃股份有限公司與中國洛陽浮法玻璃集團有限責任公司關於重大資產置換及發行股份並支付現金購買資產並募集配套資金的協議》) subject to conditions precedent entered into by and between the Company and the counterparty;
7. The resolution regarding the compliance of prudent judgment stipulated in rule 4 of Regulations in Relation to Regulating Issues Arising from Significant Asset Restructuring of Listed Companies from the transaction of the Company;
8. The resolution regarding the approval of the relevant audit report and asset valuation report of the transaction;
9. The resolution regarding the mandate granted by the general meeting to the Board for proceeding with the matters related to the major asset swap, issuance of shares, acquisition of assets by cash and the raising of supporting funds;
10. The resolution regarding the amendment made to the Articles of Association;

As for the details of the foregoing resolutions, please refer to the Company's announcements dated 10 June 2015.

II. ORDINARY RESOLUTION

11. The resolution regarding the termination of asset leasing by CLFG Longhao Glass Co., Ltd., the wholly-owned subsidiary of the Company.

As for the details of the foregoing resolution, please refer to the Company's announcement dated 17 June 2015.

By order of the Board
LUOYANG GLASS COMPANY LIMITED*
Ma Liyun
Chairman

Luoyang, the PRC
25 June 2015

As at the date of this notice, the Board comprises four executive Directors: Mr. Ma Liyun, Mr. Ni Zhisen, Ms. Sun Lei and Mr. Xie Jun; two non-executive Directors: Mr. Zhang Chengong and Mr. Zhang Chong; and four independent non-executive Directors: Mr. Huang Ping, Mr. Dong Jiachun, Mr. Liu Tianni and Mr. Jin Zhanping.

* For identification purposes only

Notes:

1. Holders of the Company's H Shares, whose names appear on the register of members maintained by Hong Kong Registrars Limited at the close of trading at 4:00 p.m. on 10 July 2015, are entitled to attend and vote at the extraordinary general meeting. The register of members of the Company's H Shares will be closed from 10 July 2015 to 10 August 2015 (both days inclusive), during which period no transfer of H Shares will be effected in order to determine the list of holders of H Shares eligible to attend the meeting. Holders of H Shares of the Company who wish to attend the extraordinary general meeting must lodge all share transfer forms accompanied by the relevant H share certificates with the registrar of the Company's H Shares, namely Hong Kong Registrars Limited at Rooms 1712–1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:00 p.m. on 9 July 2015.
2. Any shareholder entitled to attend and vote at the extraordinary general meeting may appoint a proxy or proxies (who need not be a shareholder of the Company) to attend and vote at the meeting on his/her behalf. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll. A proxy of the Shareholder needs not be a Shareholder.
3. The principal may appoint a proxy in written form (i.e. through the enclosed proxy form). The proxy form shall be signed by the principal or his attorney as authorised. In the event that the proxy form is signed by the attorney of the principal, the power of attorney or other authorisation documents must be notarised by the notary public. The proxy form together with the copies of such power of attorney or authorisation documents as notarised by the notary public shall be effective only if the same be delivered to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited, at Rooms 1712–1716, Hopewell Centre, 183 Queen's Road East, Hong Kong, or to the Company at No. 9 Tang Gong Zhong Lu, Xigong District, Luoyang Municipal, Henan Province, the PRC, not less than 24 hours before the time appointed for the holding of the meeting or any adjournment thereof.
4. Shareholders who intend to attend the extraordinary general meeting in person or by proxy should complete and return the signed reply slip for attending the meeting to the registered address of the Company on or before 20 July 2015 by courier, mail or facsimile.
5. Shareholders or their proxies shall produce their proofs of identity when attending the extraordinary general meeting. A proxy of Shareholder who is appointed to attend the meeting shall produce the proxy form at the same time.
6. The extraordinary general meeting is expected to last for no more than one day. Shareholders and proxies attending the extraordinary general meeting should be responsible for their own travelling and accommodation expenses.
7. The registered address of the Company is as follows:

No. 9 Tang Gong Zhong Lu, Xigong District
Luoyang Municipal, Henan Province
the People's Republic of China
Postal Code: 471009
Telephone: 86-379-6390 8588
Facsimile: 86-379-6325 1984
8. Completion and return of the proxy form will not preclude Shareholders of the Company from subsequently attending and voting in person at the extraordinary general meeting or any adjourned meetings should you so wish.