THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Luoyang Glass Company Limited (the "**Company**"), you should at once hand this circular and the form of proxy and the supplemental form of proxy sent to you earlier to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

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)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY (2) PROVISION OF GUARANTEE BY THE COMPANY FOR SUBSIDIARIES

A notice of the extraordinary general meeting (the "**EGM**") of the Company and the supplemental notice thereto to be held at 9:00 a.m. on 17 September 2018 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**") is set out on pages 18 to 20 and pages 21 to 23 of this circular, respectively.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy and the supplemental form of proxy sent to you earlier in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, 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 as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or for any adjournments thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

24 August 2018

CONTENTS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"Articles of Association"	the articles of association of the Company, as amended from time to time;
"Board"	the board of Directors of the Company;
"Company"	洛陽玻璃股份有限公司 (Luoyang Glass Company Limited*), a joint stock limited company incorporated in the PRC with limited liability, the H Shares and A Shares of which are listed on the main board of the Stock Exchange (stock code: 1108) and the Shanghai Stock Exchange (stock code: 600876) respectively;
"Directors"	the directors of the Company;
"EGM"	the extraordinary general meeting of the Company to be held at 9:00 a.m. on 17 September 2018 at the conference room of the Company on 3rd Floor, No. 9 Tang Gong Zhong Lu, Xigong District, Luoyang Municipal, Henan Province, the PRC;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"PRC"	the People's Republic of China;
"Shareholders"	the shareholders of the Company; and
"Stock Exchange"	The Stock Exchange of Hong Kong Limited.

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)

Executive Directors:
Mr. Zhang Chong (Chairman)
Mr. Ni Zhisen
Mr. Wang Guoqiang
Mr. Ma Yan

Non-executive Directors:
Mr. Xie Jun

Independent non-executive Directors:
Mr. Jin Zhanping
Mr. Liu Tianni
Mr. Ye Shuhua
Mr. He Baofeng

Registered office:
No. 9 Tang Gong Zhong Lu
Xigong District
Luoyang Municipal
Henan Province
The PRC

24 August 2018

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY (2) PROVISION OF GUARANTEE BY THE COMPANY FOR SUBSIDIARIES

References are made to the announcement of the Company dated 30 July 2018 in relation to the proposed amendments to the Articles of Association and the overseas regulatory announcement of the Company dated 15 August 2018 in relation to provision of guarantees for subsidiaries

As controlling Shareholder of the Company completed the transfer of the 69,000,000 shares in the Company held by it to Bengbu Glass Industry Design and Research Institute* (蚌埠玻璃工業設計研究院) on 18 October 2016 and the Company completed the issuance of an aggregate of 33,030,516 A shares to the Vendors on 19 April 2018, the registered capital and total shares of the Company would be changed. Meanwhile, in accordance with the requirements of the Central Committee of the Communist Party of China and the Party Committee of China National Building Material Group Co., Ltd.* (中國建材集團有限公司), and in light of the actual situation of the Company, the Company added Party-building work into the Articles of Association, and made amendments to the articles on the Shareholders' right to nominate Directors and supervisors and the consideration of external guarantee by the Board. Therefore, the Company proposes to amend the Articles of Association and submit them to the EGM for consideration.

As the Company proposed to provide guarantee for the financing loans applied by its subsidiaries (the "**Resolution**"), according to article 104 of the Articles of Association of the Company, pursuant to which, if the guaranteed amount exceeds 30% of the latest audited total assets of the Company within one year, it shall be resolved by a special resolution at a general meeting. For more details about the Resolution, please refer to the overseas regulatory announcement of the Company dated 15 August 2018 in relation to provision of guarantees for subsidiaries as set out in the Appendix I to this circular.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Special resolution(s) will be proposed at the EGM to amend the Articles of Association. The details of the proposed amendments to the Articles of Association are set out as follows:

Article 1

Original Article 1:	Luoyang Glass Company Limited (hereinafter referred to as "Company") is legally incorporated in accordance with the national laws, administrative regulations and Opinions on Standards for the Companies Limited by Shares formulated by the State Commission for Restructuring the Economy before the Company Law of the People's Republic of China ("PRC")(hereinafter referred to as "Company Law") took effect. After the Company Law came into force, the Company is still duly existing and specified according to the Company Law and Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as "Special Regulations"); therefore, the Company is in conformity with the company conditions stipulated in the Company Law. The Company is incorporated by means of promotion with the approval of State Commission for Economic System Reform (國家經濟體制改革委員會) Ti Gai Sheng (1994) Circular No. 56 and registered at the Luoyang City Administration for Industry and Commerce on 6 April 1994 and duly acquired the business license.

With the approval of State Commission for Economic System Reform Ti Gai Sheng (1994) Circular No. 64, the Company was reformed into a company with public-offered shares to the general public on 19 April 1995 and registered in Luoyang Administration for Industry and Commerce. The business license number of the Company after change is 17111122.

On 28 February 1996, the Company was granted the "Certificate of Approval for Establishment of Foreign Invested Enterprise of the People's Republic of China" by Ministry of Foreign Economic Relation and Trade of People's Republic of China and changed and registered as "enterprise limited by shares with Hong Kong Investment" on 7 August 1996. The registration number of the business license is: Qi Gu Luo Zhong Fu Zi. No. 000327.

The promoter of the Company is China Luoyang Float Glass Group Company (changed its name into China Luoyang Float Glass Group Company Limited on 25 December 1996)

Amended Article 1: Luoyang Glass Company Limited (hereinafter referred to as "Company") is legally incorporated in accordance with the national laws, administrative regulations and Opinions on Standards for the Companies Limited by Shares formulated by the State Commission for Restructuring the Economy before the Company Law of the People's Republic of China ("PRC")(hereinafter referred to as "Company Law") took effect. After the Company Law came into force, the Company is still duly existing and specified according to the Company Law and Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as "Special Regulations"); therefore, the Company is in conformity with the company conditions stipulated in the Company Law.

The Company is incorporated by means of promotion with the approval of State Commission for Economic System Reform (國家經濟體制改革委員會) Ti Gai Sheng (1994) Circular No. 56 and registered at the Luoyang City Administration for Industry and Commerce on 6 April 1994 and duly acquired the business license.

With the approval of State Commission for Economic System Reform Ti Gai Sheng (1994) Circular No. 64, the Company was reformed into a company with public-offered shares to the general public on 19 April 1995 and registered in Luoyang Administration for Industry and Commerce. The business license number of the Company after change is 17111122.

On 28 February 1996, the Company was granted the "Certificate of Approval for Establishment of Foreign Invested Enterprise of the People's Republic of China" by Ministry of Foreign Economic Relation and Trade of People's Republic of China and changed and registered as "enterprise limited by shares with Hong Kong Investment" on 7 August 1996. The registration number of the business license is: Qi Gu Luo Zhong Fu Zi. No. 000327.

The Company was transformed into and registered as "joint stock company with limited liability (listed joint venture in Taiwan, Hong Kong, Macau and the PRC) on 22 January 2016, and its unified social credit code was 914103006148088992.

The promoter of the Company is China Luoyang Float Glass Group Company (changed its name into China Luoyang Float Glass Group Company Limited on 25 December 1996)

Article 12

Original Article 12: The business scope of the Company is subject to the items approved by the Company registration authority.

The business scope of the Company includes development, production, manufacturing and installation of the glasses and their highly-processed products, relevant mechanical whole-set equipment and electrical appliance and accessories and relevant technical consultation and sales and after-sale services of self-made products.

Amended Article 12: The business scope of the Company is subject to the items approved by the Company registration authority.

The business scope of the Company includes photoelectric and solar thermal materials (e.g. information display glass and new energy glass) and their further-processed products and modules; special glass (e.g. functional glass) and its further-processed products and modules; development, production, manufacturing and installation of relevant materials, mechanical whole-set equipment and its electrical appliance and accessories; technical consultation and services in respect of information display glass, new energy glass and functional glass; sales and after-sale services of self-made products; trading of goods and raw materials and fuel relating to glass products; proprietary operation or factoring of import and export business of materials relating to glass.

Article 19

Original Article 19: With the approval of the company examination and approval authority as authorized by State Council, the current number of issued ordinary shares of the Company is 526,766,875.

At the time of establishment, the Company issued 400,000,000 shares to the promoter; upon the public issuance of H Shares and A Shares, the Company has issued 700,000,000 ordinary shares, in which the promoter held 57.14% of the total number of ordinary shares that can be issued by the Company. After the Company has completed the reform of stock allocation and reduced the registered capital, the number of ordinary shares issued by the Company was 500,018,242, in which the promoter held 159,018,242 ordinary shares, accounting for 31.8% of the total number of ordinary shares of the Company. Upon the significant asset swap and issuance of shares by the Company for asset acquisition in cash and raising of supporting funds proceeds, the total number of ordinary shares issued by the Company is 526,766,875, in which the promoter holds 174,018,242 ordinary shares, accounting for approximately 33.04% of the total number of ordinary shares of the Company.

Amended Article 19: With the approval of the company examination and approval authority as authorized by State Council, the current number of issued ordinary shares of the Company is **559,797,391**.

At the time of establishment, the Company issued 400,000,000 shares to the promoter; upon the public issuance of H Shares and A Shares, the Company has issued 700,000,000 ordinary shares, in which the promoter held 57.14% of the total number of ordinary shares that can be issued by the Company. After the Company has completed the reform of stock allocation and reduced the registered capital, the number of ordinary shares issued by the Company was 500,018,242, in which the promoter held 159,018,242 ordinary shares, accounting for 31.8% of the total number of ordinary shares of the Company. Upon **the completion of** the significant asset swap and issuance of shares by the Company for asset acquisition in cash and raising of supporting funds proceeds, the total number of ordinary shares issued by the Company was 526,766,875 in **February 2016**, in which the promoter holds 174,018,242 ordinary shares, accounting for approximately 33.04% of the total number of ordinary shares of the Company. **The promoter transferred its 69,000,000 ordinary shares in the Company to Bengbu Glass Industry Design and Research Institute* (蚌埠玻璃工業設計研究院) (now renamed as (CNBM) Bengbu Design & Research Institute for Glass Industry Co., Ltd* (中建材蚌埠玻璃工業設計研究院有限公司)) by agreement in October 2016, thereafter, the promoter held 105,018,242 ordinary shares, accounting for approximately 19.94% of the total number of ordinary shares of the Company. After the Company completed the issuance of shares for asset acquisition in April 2018, the total number of issued ordinary shares of the Company was 559,797,391, in which the promoter held 115,115,830 ordinary shares, accounting for approximately 20.56% of the total number of ordinary shares of the Company.**

Article 20

Original Article 20: The equity structure of the Company: the number of overseas-listed foreign-invested shares is 250,000,000, representing approximately 47.46% of the total issued ordinary shares of the Company; the number of domestic listed shares is 276,766,875, representing approximately 52.54% of the total issued ordinary shares of the Company.

Amended Article 20: The equity structure of the Company: the number of overseas-listed foreign-invested shares is 250,000,000, representing approximately **44.66**% of the total issued ordinary shares of the Company; the number of domestic listed shares is **309,797,391**, representing approximately **55.34**% of the total issued ordinary shares of the Company.

Article 23

Original Article 23: The Company's registered capital is RMB526,766,875.

Amended Article 23: The Company's registered capital is RMB**559,797,391**.

Article 130

Original Article 130: Directors shall be elected at the general meeting and serve terms of three years. At the expiration of their terms, Directors may continue to serve as such if re-elected, but independent Directors may not serve for more than six consecutive years. The election of independent Directors shall refer to Chapter 12 hereof and the other Directors may be nominated by Board, supervisory committee, and the Shareholders jointly or individually holding more than 5% (including 5%) of the issued shares of the Company. The intention relating to nominating the Director candidates and the written notice about the candidates' to nomination shall be sent to the Company seven (7) days prior to convening the general meeting.

...

Amended Article 130: Directors shall be elected at the general meeting and serve terms of three years. At the expiration of their terms, Directors may continue to serve as such if re-elected, but independent Directors may not serve for more than six consecutive years. The election of independent Directors shall refer to Chapter 12 hereof and the other Directors may be nominated by Board, supervisory committee, and the Shareholders jointly or individually holding **more than 3% (including 3%)** of the issued shares of the Company. The intention relating to nominating the Director candidates and the written notice about the candidates' to nomination shall be sent to the Company seven (7) days prior to convening the general meeting.

Article 132

Original Article 132: (1) In cases where the expected value of fixed assets proposed for disposal by the Board, when aggregated with value of fixed assets disposed within four (4) month before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest audited balance sheet considered by the general meetings, the Board shall not dispose or consent to dispose such fixed assets without prior approval by the general meeting.

The validity of transaction of the disposal of the fixed assets by the Company shall not be affected if the clause (1) of this Articles is not complied with.

The term "fixed assets disposal" referred to in this Article represents (among other things) transferring certain rights in assets, but excludes the provision of guarantees by fixed assets.

(2) The Board shall strictly control the risks of listed companies in providing guarantee to external party. The Board shall abide by the following regulations when considering the external guarantee provided by the Company:

The Company may not provide security to a Controlling Shareholder or other affiliates in which the Company holds less than 50% of the shares, non-legal person unit or individual.

The total amount of the guarantee provided by the Company to any other party may not exceed 50% of the net assets in the consolidated accounting statement of the most recent fiscal year.

The Company shall not directly or indirectly provide the guarantee for the party whose asset-liability ratio is over 70%.

The Company providing guarantee for any other party shall be approved and signed by more than 2/3 Shareholders and the guaranteed amount or accumulative guaranteed amount in the successive twelve months exceeding 20% of the net asset in consolidated financial statement of the latest fiscal year shall be reported to the general meeting for approval.

Whenever providing the guarantee for any other party, the bank credit of the guaranteed object shall be above AAA.

Whenever providing the guarantee for any other party, the Company must demand the other party to provide counter-guarantee, and the provider of the counter-guarantee shall have actual ability to bear it.

The Company shall, strictly abide by the relevant provisions in the Listing Rules and the Articles of Association, conscientiously perform information disclosure obligations in relation to the details of guarantee provided to external parties and faithfully provide all the details of all external guarantees provided by the Company to a certified public accountant according to regulations.

All Directors of the Company shall cautiously treat and strictly control the debt risks arisen from the provision of guarantee to any other party and shall bear several and joint liabilities in accordance with the law for the losses caused by irregular or inappropriate provision of guarantee to any other party. The independent Directors of the Company shall provide in the annual report a specific explanation on the status of the accumulated and current guarantee provided to the other parties by the Company and the status of implementation of the afore-mentioned regulations, and shall issue an independent opinion thereon.

Amended Article 132: (1) In cases where the expected value of fixed assets proposed for disposal by the Board, when aggregated with value of fixed assets disposed within four (4) month before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest audited balance sheet considered by the general meetings, the Board shall not dispose or consent to dispose such fixed assets without prior approval by the general meeting.

The validity of transaction of the disposal of the fixed assets by the Company shall not be affected if the clause (1) of this Articles is not complied with.

The term "fixed assets disposal" referred to in this Article represents (among other things) transferring certain rights in assets, but excludes the provision of guarantees by fixed assets.

(2) The Board shall strictly control the risks of listed companies in providing guarantee to external party. **Any guarantee for external party provided by the Company shall be subject to consideration of the Board or the general meeting.**

The guarantee within the authority of the Board requires not only the approval of the majority of all the Directors, but also the approval of more than two-thirds of the Directors attending the Board meeting.

Any provision of guarantee by the Company to its related person, regardless of its amount, is subject to consideration of the general meeting after being considered and passed by the Board.

The Company shall, strictly abide by the relevant provisions in the Listing Rules and the Articles of Association, conscientiously perform information disclosure obligations in relation to the details of guarantee provided to external parties and faithfully provide all the details of all external guarantees provided by the Company to a certified public accountant according to regulations.

All Directors of the Company shall cautiously treat and strictly control the debt risks arisen from the provision of guarantee to any other party and shall bear several and joint liabilities in accordance with the law for the losses caused by irregular or inappropriate provision of guarantee to any other party.

Article 135

Original Article 135: The Board meeting shall be notified in the following means:

(1) No further notice is necessary if the time and place of regular meeting is fixed by the Board in advance.

(2) Where Board has not fix in advance the time and place of the meeting, the chairman shall, at least ten (10) days in advance, send the notice to the Directors on the meeting time and place by the means of telex, telegram, fax, express courier service or registered letter or personal delivery. The notice shall be written in Chinese and English version may be attached if necessary, include the meeting agenda. Any Director may waive the right of obtaining the notice of Board meeting.

Amended Article 135: The Board meeting shall be notified in the following means:

(1) No further notice is necessary if the time and place of regular meeting is fixed by the Board in advance.

(2) Where Board has not fix in advance the time and place of the meeting, the chairman shall, at least ten (10) days in advance, **send the notice to the Directors on the meeting time and place by the means of express courier service, fax, email or personal delivery.** The notice shall be written in Chinese and English version may be attached if necessary, include the meeting agenda.

(3) Where there is any urgent matter that calls for the convening of a provisional Board meeting, the chairman shall authorize the secretary to the Board (Company secretary) to give the notice of meeting through phone, email or verbal means 3 working days before the convening of the provisional meeting, provided that the chairman shall make explanations at the meeting.

Article 167

Original Article 167:	The supervisory committee is composed of four (4) Shareholder representatives and two (2) staff representatives. The former is elected and dismissed by the general meeting and the latter is democratically elected and dismissed by the staff. The independent supervisor candidates may be nominated by Board, supervisory committee, and the Shareholders jointly or individually holding more than 1% of the issued shares and the other supervisor candidates who are the Shareholders' representatives may be nominated by Board, supervisory committee, and the Shareholders jointly or individually holding more than 5% (including 5%) of the outstanding shares. ....
Amended Article 167:	The supervisory committee is composed of four (4) Shareholder representatives and two (2) staff representatives. The former is elected and dismissed by the general meeting and the latter is democratically elected and dismissed by the staff. The independent supervisor candidates may be nominated by Board, supervisory committee, and the Shareholders jointly or individually holding more than 1% of the issued shares and the other supervisor candidates who are the Shareholders' representatives may be nominated by Board, supervisory committee, and the Shareholders jointly or individually holding **more than 3% (including 3%)** of the outstanding shares. ...

Add a new Article 232

Article 232: In accordance with the requirements of the Constitution of the Communist Party of China, an organisation of the Communist Party of China shall be established. The Party organization shall take a leading role of guiding the direction, managing the overall situation, ensuring implementation and discussing and deciding on major issues of the Company in accordance with regulations. The Company shall establish the related working organs of the Party which shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.

Add a new Article 233

Article 233： The Company shall establish the party committee consisting of a secretary and several other members. The chairman of the Board and the secretary to the party committee, shall, principally, be the same person. A special deputy secretary shall be designated for mainly dealing with Party development of the Company. Eligible members of the party committee may be considered and appointed as members of the Board, the supervisory committee and the management through legal procedures. Eligible members in the Board, the supervisory committee, and the management who are members of the Communist Party of China may be considered and appointed as members of the party committee in accordance with relevant requirements and procedures. Meanwhile, the discipline inspection committee shall be established as required.

Add a new Article 234

Article 234: When making decisions on significant matters of the Company, the Board shall first seek advice from the party committee of the Company.

Add a new Article 235

Article 235: The party committee shall perform the following duties in accordance with the Constitution of the Communist Party of China and other internal regulations of the Party:

(1) To ensure and supervise the Company's implementation of policies and guidelines of the Party and the State and implement major strategic decisions of the Communist Party of China Central Committee and the State Council, as well as important work arrangements of the party committee of the SASAC and higher level Party organizations.

(2) To uphold the integration of the principle of management of cadres by the Party with the function of the Board in the lawful selection of the operation management and with the lawful exercise of authority of employment of personnel by the operation management. The party committee shall consider and comment on the candidates nominated by the Board or the general manager, or recommend candidates to the Board or the general manager. The party committee, together with the Board, shall evaluate the proposed candidates and put forth comments and suggestions collectively.

(3) To research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employee interests, and provide comments and suggestions thereon.

(4) To undertake the main responsibility in strictly administering the Party in all aspects, lead the Company's ideological and political work, united front work, spiritual civilization construction, enterprise cultural construction and the work of organisations such as Labour Union and Communist Youth League, and lead the construction of the Party conduct and of an honest and clean administration and support the fulfillment of the supervision responsibility of the discipline inspection committee.

The numbering of the original Chapter 21 and subsequent Chapters of the Articles of Association shall be adjusted accordingly. The English version of the above articles is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

The Hong Kong and PRC legal advisors of the Company have confirmed that the proposed amendments to the Articles of Association and the amended Articles of Association comply with the provisions of the Listing Rules and do not violate the applicable laws of the PRC, respectively. The Directors also confirmed that there is nothing unusual about the proposed amendments to the Articles of Association.

PROVISION OF GUARANTEE FOR SUBSIDIARIES

A special resolution will be proposed at the EGM to seek for approval of the provision of guarantee by the Company for its subsidiaries. For details of the Resolution, please refer to Appendix I to this circular.

RECOMMENDATION

The Board considers that the proposed amendments to the Articles of Association are fair and reasonable so far as the Shareholders are concerned and are in the best interests of the Company and the Shareholders as a whole. The Board is also of the view that, after making consideration, the provision of guarantee by the Company for its wholly-owned and non-wholly owned subsidiaries is in conformance with the operation development requirements of the Company, which will provide capital support to the subsidiaries in a timely and effective manner. Moreover, as the guaranteed parties are all under steady production and operation, the risks involved will be under control and will not prejudice the interests of the Company and all of the Shareholders. Accordingly, the Board recommends the Shareholders to consider and vote in favour of the above special resolution(s) at the EGM.

EGM

The EGM will be held at 9:00 a.m. on 17 September 2018 at the conference room of the Company on 3rd Floor, No.9 Tang Gong Zhong Lu, Xigong District, Luoyang Municipal, Henan Province, the PRC, at which (among other things) special resolutions for amendments to the Articles of Association and for the provision of guarantee by the Company for its subsidiaries will be proposed to the Shareholders for approval. At the EGM, voting of the Shareholders will be conducted by way of poll.

The notice convening the EGM and the supplemental notice thereto are set out on pages 18 to 20 and pages 21 to 23 of this circular, respectively.

The notice of the EGM and the supplemental notice thereto are set out on pages 18 to 20 and pages 21 to 23 of this circular, respectively. Whether or not you are able to attend the EGM in person, you are requested to complete the form of proxy and the supplemental form of proxy sent to you earlier in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, 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 as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or for any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meetings should you so wish.

An announcement will be made by the Company following conclusion of the EGM to inform Shareholders of the results of the EGM.

Yours faithfully,
For and on behalf of the Board
Zhang Chong
Chairman

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY given that an extraordinary general meeting (the "**EGM**") 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 17 September 2018 for the purpose of considering and, if thought fit, passing the following resolution:

*Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the announcement of the Company dated 30 July 2018 in relation to the proposed amendments to the Articles of Association (the "**Announcement**").*

SPECIAL RESOLUTION

To consider and approve the proposed amendments to the Articles of Association of the Company.

(For details of the foregoing resolution, please refer to the Announcement.)

By order of the Board
LUOYANG GLASS COMPANY LIMITED*
Zhang Chong
Chairman

Luoyang, the PRC
30 July 2018

As at the date of this notice, the Board comprises four executive Directors: Mr. Zhang Chong, Mr. Ni Zhisen, Mr. Wang Guoqiang and Mr. Ma Yan; one non-executive Director: Mr. Xie Jun; and four independent non-executive Directors: Mr. Jin Zhanping, Mr. Liu Tianni, Mr. Ye Shuhua and Mr. He Baofeng.

* *For identification purposes only*

Notes:

1. Holders of the Company's H shares, whose names appear on the register of members maintained by Computershare Hong Kong Investor Services Limited at the close of trading at 4:30 p.m. on 16 August 2018, are entitled to attend and vote at the EGM. The register of members of the Company's H shares will be closed from 17 August 2018 to 17 September 2018 (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 EGM. Holders of H shares of the Company who wish to attend the EGM must lodge all share transfer forms accompanied by the relevant H share certificates with the registrar of the Company's H shares, namely Computershare Hong Kong Investor Services Limited at Shops 1712–1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on 16 August 2018.

2. Any Shareholder entitled to attend and vote at the EGM may appoint a proxy or proxies (who need not be a Shareholder of the Company) to attend and vote at the EGM on his/her behalf. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.

3. The principal Shareholder 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 authorising the signatories must be notarised by the notary public. The proxy form together with such power of attorney or other 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 EGM or any adjournment thereof.

4. Shareholders who intend to attend the EGM in person or by proxy should complete and return the signed reply slip for attending the EGM to the registered address of the Company on or before 27 August 2018 by courier, mail or facsimile.

5. Shareholders or their proxies shall produce their proofs of identity when attending the EGM. A proxy of Shareholder who is appointed to attend the EGM shall produce the proxy form at the same time.

6. The EGM is expected to last for no more than one day. Shareholders and their proxies attending the EGM 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 from subsequently attending and voting in person at the EGM or any adjourned meetings should you so wish.

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)

SUPPLEMENTAL NOTICE OF THE EXTRAORDINARY GENERAL MEETING

This notice is supplemental to the notice dated 30 July 2018 (the "**Notice**") of the extraordinary general meeting (the "**EGM**") of Luoyang Glass Company Limited* (the "**Company**") to 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 17 September 2018. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Notice.

According to article 73 of the Articles of Association of the Company, the shareholders of the Company (the "**Shareholders**") alone or in aggregate holding more than 3% (including 3%) of the shares of the Company can make a temporary proposal and submit in writing to the board of the Company (the "**Board**") ten (10) days prior to the date of the general meeting. The Board shall issue a supplementary notice of the general meeting within two (2) days upon the receipt of the proposal and submit such temporary proposal to the general meeting for consideration.

On 15 August 2018, the Board received a letter from the substantial shareholder of the Company, China Luoyang Float Glass (Group) Company Limited* (中國洛陽浮法玻璃集團有限責任公司), requesting for the inclusion of a special resolution at the EGM. According to article 73 of the Articles of Association of the Company, the Board agreed to put forward a new special resolution at the EGM for the Shareholders' consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held at the date, time and place as originally scheduled in the Notice, to consider and, if thought fit, pass the resolution set out in the Notice and the following special resolution (the "**Resolution**"):

SPECIAL RESOLUTION

To consider and approve the guarantee provided by the Company for the financing loans of its wholly-owned and non-wholly-owned controlled subsidiaries.

The Resolution is drafted according to article 104 of the Articles of Association of the Company, pursuant to which, if the guaranteed amount exceeds 30% of the latest audited total assets of the Company within one year, it shall be resolved by a special resolution at a general meeting. For more details about the Resolution, please refer to the overseas regulatory announcement of the Company in relation to the provision of guarantee to its subsidiaries dated 15 August 2018.

By order of the Board
LUOYANG GLASS COMPANY LIMITED*
Zhang Chong
Chairman

Luoyang, the PRC
15 August 2018

As at the date of this notice, the Board comprises four executive Directors: Mr. Zhang Chong, Mr. Ni Zhisen, Mr. Wang Guoqiang and Mr. Ma Yan; one non-executive Director: Mr. Xie Jun; and four independent non-executive Directors: Mr. Jin Zhanping, Mr. Liu Tianni, Mr. Ye Shuhua and Mr. He Baofeng.

* *For identification purposes only*

Notes:

1. Please refer to the Notice for details in respect of other resolution to be proposed at the EGM.

2. Holders of the Company's H shares, whose names appear on the register of members maintained by Computershare Hong Kong Investor Services Limited at the close of trading at 4:30 p.m. on 16 August 2018, are entitled to attend and vote at the EGM. The register of members of the Company's H shares would be closed from 17 August 2018 to 17 September 2018 (both days inclusive), during which period no transfer of H shares would 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 EGM must lodge all share transfer forms accompanied by the relevant H share certificates with the registrar of the Company's H shares, namely Computershare Hong Kong Investor Services Limited at Shops 1712–1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on 16 August 2018.

3. Any shareholder entitled to attend and vote at the EGM may appoint a proxy or proxies (who need not be a shareholder of the Company) to attend and vote at the EGM on his/her behalf. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.

4. The principal shareholder may appoint a proxy in written form (i.e. through the enclosed supplemental proxy form). The supplemental proxy form shall be signed by the principal or his attorney as authorised. In the event that the supplemental 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 supplemental 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 17M Floor, 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 EGM or any adjournment thereof.

5. Shareholders who intend to attend the EGM 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 27 August 2018 by courier, mail or facsimile.

6. Shareholders or their proxies shall produce their proofs of identity when attending the EGM. A proxy of shareholder who is appointed to attend the meeting shall produce the supplemental proxy form at the same time.

7. The EGM is expected to last for no more than one day. Shareholders and their proxies attending the EGM should be responsible for their own travelling and accommodation expenses.

8. 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

9. Completion and return of the supplemental proxy form will not preclude shareholders of the Company from subsequently attending and voting in person at the EGM or any adjourned meetings should you so wish.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Set out below is the Announcement in Relation to Provision of Guarantees for Subsidiaries by Luoyang Glass Company Limited* published by Luoyang Glass Company Limited* (the "**Company**") on the website of the Shanghai Stock Exchange at www.sse.com.cn, for information purpose only.

Announcement is hereby given.

By Order of the Board of
Luoyang Glass Company Limited*
Zhang Chong
Chairman

Luoyang, the PRC
15 August 2018

As at the date of this announcement, the Board comprises four executive Directors: Mr. Zhang Chong, Mr. Ni Zhisen, Mr. Wang Guoqiang and Mr. Ma Yan; one non-executive Director: Mr. Xie Jun; and four independent non-executive Directors: Mr. Jin Zhanping, Mr. Liu Tianni, Mr. Ye Shuhua and Mr. He Baofeng.

* *For identification purposes only*

Stock name: Luoyang glass Stock code: 600876 Announcement No: Lin 2018-050

Luoyang Glass Company Limited*
Announcement in relation to Provision of Guarantees for Subsidiaries

The board of directors (the "Board") and all the directors of the Company warrant that there are no false representations, misleading statements contained in, or material omissions from, this announcement, and severally and jointly accept full responsibility for the truthfulness, accuracy and completeness of the content of this announcement.

IMPORTANT HIGHLIGHTS:

- The Company provides guarantees for the bank facilities and project loans applied by its wholly-owned and controlled subsidiaries with an expected guaranteed amount of no more than RMB510 million.

- No counter-guarantee is provided in respect of the abovementioned guarantees for the subsidiaries and the Company has no overdue external guarantees.

- Matters related to the abovementioned guarantees for the subsidiaries are subject to consideration and approval at the extraordinary general meeting of the Company.

I. Overview on the Guarantees

As at the date of this announcement, the Company has provided external guarantees of RMB110 million in aggregate for its wholly-owned and controlled subsidiaries, representing 19.67% of its latest audited net assets.

As of 31 December 2018, according to the capital requirements of the daily production and operation and the business development of the wholly-owned and controlled subsidiaries of the Company, the Company proposes to provide guarantees for the bank facilities and project loans applied by its subsidiaries with an expected guaranteed amount of no more than RMB510 million in total.

The resolution in relation to provision of guarantees for the subsidiaries was considered and approved at the fifty-eighth meeting of the eighth session of the Board of the Company with 9 affirmative votes, 0 dissenting vote and 0 abstention vote.

The Board agreed that the aggregate guaranteed amount provided by the Company to its subsidiaries shall be no more than RMB510 million and the guarantee provided to each of its subsidiaries is subject to adjustment provided that the total actual guaranteed amount shall not exceed the abovementioned amount. The guarantees do not constitute a connected transaction.

On 15 August 2018, China Luoyang Float Glass (Group) Company Limited* (中國洛陽浮法玻璃集團有限責任公司), the controlling shareholder of the Company, adds the above resolution as a new resolution of the 2018 second extraordinary general meeting of the Company, and submitted a Letter of Proposal in Relation to the Addition of an Extraordinary Resolution to the 2018 Second Extraordinary General Meeting of Luoyang Glass Company Limited* to the Board of the Company. The Board of the Company agreed to present the Resolution in Relation to Provision of Guarantees for Financing Loans of Wholly-owned and Controlled Subsidiaries by Luoyang Glass Company Limited* to the 2018 second extraordinary general meeting for consideration.

II. The Expected Guaranteed Amount

No.	Guaranteed subsidiary	Type of subsidiary	Guaranteed amount *(RMB0'000)*
1	Bengbu CNBM Information Display Materials Co., Ltd.	Wholly-owned subsidiary	10,000.00
2	CLFG Longhai Electronic Glass Co., Ltd.	Wholly-owned subsidiary	10,000.00
3	CNBM (Puyang) Photoelectric Material Co., Ltd.	Wholly-owned subsidiary	20,000.00
4	CNBM (Yixing) New Energy Resources Co., Ltd.	Controlled subsidiary	11,000.00
Total			**51,000.00**

III. Basic Information of Guaranteed Parties

1. Bengbu CNBM Information Display Materials Co., Ltd. (Bengbu Company)

Company address:	No. 123 Longjin Road, Longzi Lake, Bengbu City, Anhui Province
Legal representative:	Zhang Chong
Registered capital:	RMB632,764,300
Scope of business:	research and development, production, sale and deep processing of ultra-thin glass; import and export of various commodities and by-products of its own and on agency basis; and sale of glass-related primary materials, auxiliary materials and other glass products and relevant technical services.

As at the end of 2017, total assets, total liabilities and net assets of Bengbu Company were RMB1,066,870,000, RMB242,520,000 and RMB824,350,000, respectively and its gearing ratio was 23% as at 31 December 2017. From January to March 2018, its operating income and net profit were RMB36,360,000 and RMB6,510,000, respectively. As at the end of March 2018, total assets, total liabilities and net assets of Bengbu Company were RMB999,240,000, RMB228,380,000 and RMB770,860,000, respectively and its gearing ratio was 23% as at 31 March 2018.

2. CLFG Longhai Electronic Glass Co., Ltd. (Longhai Company)

Company address:	Shouyangshan Town, Yanshi City, Henan Province
Legal representative:	Wang Guoqiang
Registered capital:	RMB100,000,000
Scope of business:	production and sale of float glass, electronic glass, flat panel display devices and materials; and processing of glass and raw materials.

As at the end of 2017, total assets, total liabilities and net assets of Longhai Company were RMB213,940,000, RMB47,850,000 and RMB166,090,000, respectively and its gearing ratio was 22% as at 31 December 2017. From January to March 2018, its operating income and net profit were RMB5,860,000 and RMB-2,110,000, respectively. As at the end of March 2018, total assets, total liabilities and net assets of Longhai Company were RMB175,880,000, RMB11,890,000 and RMB163,990,000, respectively and its gearing ratio was 7% as at 31 March 2018.

3. CNBM (Puyang) Photoelectric Material Co., Ltd. (Puyang Company)

Company address:	Industry Cluster Area, Puyang County
Legal representative:	Zhang Chong
Registered capital:	RMB240,000,000
Scope of business:	production, processing and sale of solar thermal power glass, electronic glass and electronic information display glass; processing of glass and relevant raw materials; and technical consultation and service for float glass, solar thermal power glass and electronic information display glass.

As at the end of 2017, total assets, total liabilities and net assets of Puyang Company were RMB180,510,000, RMB100,870,000 and RMB79,640,000, respectively and its gearing ratio was 56% as at 31 December 2017. As at the end of March 2018, total assets, total liabilities and net assets of Puyang Company were RMB250,070,000, RMB100,530,000 and RMB149,540,000, respectively and its gearing ratio was 40% as at 31 March 2018.

4. CNBM (Yixing) New Energy Resources Co., Ltd. (Yixing New Energy)

Company address:	No. 1 Xinyunlai Road, Taoyuan Development Zone, Gaocheng Town, Yixing City
Legal representative:	Zhang Chong
Registered capital:	RMB313,700,000
Scope of business:	research and development of new energy technology; manufacturing, processing, technical research, development and sale of glass products; external investment with self-owned capitals; and import and export of various commodities and technologies of its own and on agency basis (other than commodities and technologies which are restricted for operation or prohibited for import or export by the State).

As at the end of 2017, total assets, total liabilities and net assets of Yixing New Energy were RMB837,430,000, RMB500,090,000 and RMB337,340,000, respectively and its gearing ratio was 60% as at 31 December 2017. From January to March 2018, its operating income and net profit were RMB78,420,000 and RMB5,980,000, respectively. As at the end of March 2018, total assets, total liabilities and net assets of Yixing New Energy were RMB885,670,000, RMB542,350,000 and RMB343,320,000, respectively and its gearing ratio was 61% as at 31 March 2018.

IV. Information about Guarantee Contracts

The above guarantees of the Company to its subsidiaries shall be subject to the review and approval of relevant banks and their institutions. The actual guaranteed amount shall be subject to the guarantee contracts actually executed and implemented. Each guaranteed amount and guarantee period shall be otherwise provided in specific contracts.

V. Opinion of the Board

Upon consideration, the Board of the Company is of the view that the provision of guarantees by the Company for its wholly-owned and controlled subsidiaries is in line with the needs of the operation and development of the Company and will offer timely and effective financial support to the subsidiaries. The guaranteed parties are the wholly-owned and controlled subsidiaries of the Company with stable production and operation. Hence, the risk under the guarantees is within control and there is no contravention to the interest of the Company and its shareholders as a whole. The Board consents to proceed the aforesaid matters subject to the consideration at the general meeting.

VI. The Opinion of the Independent Directors

The guaranteed parties relating to guarantees are expected to be the wholly-owned or controlled subsidiaries included in the consolidated financial statements of the Company. The provision of guarantees by the Company for the subsidiaries is to meet the requirements of the bank facilities and project loans applied by each of its subsidiaries, which are reasonable to the daily production and operation. The decision-making procedures for the guarantees are in compliance with the provisions of relevant laws, regulations and the Articles of Association of the Company and the risk under the guarantees are within control with no prejudice to the interest of the Company and the minority shareholders.

The independent directors agreed on the external guarantees by the Company and the forthcoming arrangement for the guaranteed amounts to the subsidiaries and to propose the aforesaid matters at the extraordinary general meeting of the Company for consideration.

VII. Accumulated Amounts of External Guarantees and Overdue Guarantee

As at the date of this announcement, the aggregate amount of the external guarantees by the Company is RMB110 million, all of which are provided to the wholly-owned and controlled subsidiaries of the Company, representing 19.67% of the latest audited net assets of the Company. The Company has no overdue guarantee.

VIII. Documents Available for Inspection

1. Resolutions passed at the fifty-eighth meeting of the eighth session of Board of the Company;

2. Copies of the business licenses of the guaranteed subsidiaries and the latest financial statements.

Announcement is hereby given.

The Board of Luoyang Glass Company Limited*
15 August 2018