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If you have sold or transferred all your shares in **Luoyang Glass Company Limited***, you should at once hand this circular 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).

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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)

(1) RE-ELECTION OF DIRECTORS AND SUPERVISORS AND (2) DIRECTORS' AND SUPERVISORS' REMUNERATIONS

Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those set out in the section headed "Definitions" of this circular.

A letter from the Board is set out on pages 1 to 12 of this circular. A notice convening the EGM to be held at 9:00 a.m. on 4 March 2019 (Monday) at the conference room of the Company on 3rd Floor, No. 9 Tang Gong Zhong Lu, Xigong District, Luoyang Municipal, Henan Province, the PRC is set out on pages 13 to 16 of this circular.

A form of proxy for use at the EGM was despatched and also published on the website of the Stock Exchange (<http://www.hkexnews.hk>) on 17 January 2019. Whether or not you are able to attend the EGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or to the Company's registered address 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 of the EGM or 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 adjournment thereof should you so wish.

17 January 2019

* *For identification purposes only*

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DEFINITIONS

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

“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“CLFG”	China Luoyang Float Glass (Group) Company Limited* (中國洛陽浮法玻璃集團有限責任公司), a company incorporated in the PRC with limited liability and the immediate controlling Shareholder of the Company holding 20.56% equity interest in the Company
“Company”	Luoyang Glass Company Limited* (洛陽玻璃股份有限公司), 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, including the independent non-executive directors
“EGM”	the extraordinary general meeting of 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 PRC at 9:00 a.m. on 4 March 2019, or any adjournment thereof
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 January 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company
* <i>for identification purposes only</i>	

LETTER FROM THE BOARD



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. Ma Yan (*General Manager*)
Mr. Wang Guoqiang

Non-executive Director:

Mr. Xie Jun (*Vice Chairman*)

Independent Non-executive Directors:

Mr. Jin Zhanping
Mr. Liu Tianni
Mr. Ye Shuhua
Mr. He Baofeng

Registered and principal office:

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

17 January 2019

To the Shareholders

Dear Sir or Madam,

**(1) RE-ELECTION OF DIRECTORS AND SUPERVISORS
AND
(2) DIRECTORS' AND SUPERVISORS' REMUNERATIONS**

INTRODUCTION

Reference is made to the announcement of the Company dated 14 January 2019 in relation to the re-election of Directors and Supervisors, and Directors' and Supervisors' remunerations.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with (i) details of the re-election of Directors to the Ninth Board and Supervisors to the Ninth Supervisory Committee; (ii) details of the Directors' and Supervisors' remunerations; and (iii) a notice of the EGM.

RE-ELECTION OF DIRECTORS AND SUPERVISORS

The term of office of the current Eighth Board and Eighth Supervisory Committee has expired on 22 December 2018. However, the Company needs time to locate suitable candidates to form the Ninth Board and Ninth Supervisory Committee. The Company would like to propose the re-election of the members of the Board and Supervisory Committee, with a term of office from the date of the EGM (i.e. 4 March 2019) to 3 March 2022 (except for Mr. Jin Zhanping). According to the relevant requirements under the PRC Company Law, the current Directors and Supervisors should hold their respective office until the formation of the Ninth Board and Ninth Supervisory Committee.

Nomination of Directors

The controlling Shareholder of the Company, CLFG, has nominated the following persons to be the Directors of the Ninth Board:

Executive Directors:

1. Mr. Zhang Chong;
2. Mr. Xie Jun;
3. Mr. Ma Yan;
4. Mr. Wang Guoqiang; and
5. Mr. Zhang Rong.

Non-executive Directors:

1. Mr. Ren Hongcan; and
2. Mr. Chen Yong.

LETTER FROM THE BOARD

Independent non-executive Directors:

1. Mr. Jin Zhanping;
2. Mr. Ye Shuhua;
3. Mr. He Baofeng; and
4. Ms. Zhang Yajuan.

Details of the above proposed Directors are set out below:

Executive Directors:

Mr. Zhang Chong, aged 56, is a professor-grade senior engineer with a master's degree, and the chairman and an executive Director of the Company. He is currently the general engineer of (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) and the chairman of CNBM (Yixing) New Energy Resources Co., Ltd.* (中建材(宜興)新能源有限公司), an executive director of CNBM (Hefei) New Energy Company Limited* (中建材(合肥)新能源有限公司) and an executive director of CNBM (Tongcheng) New Energy Materials Co., Ltd.* (中國建材桐城新能源材料有限公司). Mr. Zhang had served as the deputy general manager and deputy executive head of the marketing department of engineering company of Bengbu Design & Research Institute for Glass Industry (蚌埠玻璃工業設計研究院), the general engineer and the head of PRC domestic engineering department of China Triumph International Engineering Co., Ltd.*(中國建材國際工程集團有限公司), and the deputy executive general manager of Chengdu Zhongguangdian Technology Co., Ltd.* (成都中光電科技有限公司), etc.

Mr. Xie Jun, aged 53, is a professor-grade senior engineer with a doctor's degree in engineering and a vice chairman and a non-executive Director of the Company. He is currently the general manager of China Luoyang Float Glass (Group) Company Limited* (中國洛陽浮法玻璃集團有限責任公司). Mr. Xie had served as the factory manager of a branch factory, head of the production department, assistant to the general manager, secretary to the party committee and deputy general manager of the Company, the secretary to the party committee and general manager of Chenzhou Bada Glass Co., Ltd.* (郴州八達玻璃有限公司) and CLFG Processed Glass Co., Ltd.* (洛玻集團加工玻璃公司), as well as the secretary of party general branch and deputy executive general manager of Chengdu Zhongguangdian Technology Co., Ltd.* (成都中光電科技有限公司), etc.

LETTER FROM THE BOARD

Mr. Ma Yan, aged 48, is an accountant with a bachelor's degree, and an executive Director, general manager and chief financial controller of the Company. Mr. Ma concurrently holds positions as the supervisor of Bengbu CNBM Information Display Materials Co., Ltd, and the chairman of the supervisory committee of CNBM (Yixing) New Energy Resources Co., Ltd.. He had served as the chief financial controller of Bengbu Chemical Machinery Co., Ltd.* (蚌埠化工機械有限公司), assistant to the head of the finance department of (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), and chief financial controllers for Chengdu Zhongguangdian Technology Co., Ltd.* (成都中光電科技有限公司) and Triumph Technology Group Co., Ltd.* (凱盛科技股份有限公司), etc.

Mr. Wang Guoqiang, aged 50, is a professor-grade senior engineer with a bachelor's degree. He is currently an executive Director, deputy general manager and the secretary to the party committee of the Company and also serves as an executive director, general manager and the secretary to the party committee of CLFG Luoyang Longhai Electronic Glass Co., Ltd.* (洛玻集團洛陽龍海電子玻璃有限公司), as well as the general manager of CNBM (Puyang) Photoelectric Material Co., Ltd.* (中建材(濮陽)光電材料有限公司). Mr. Wang had served as the deputy head of the Company's Technology Department, deputy general manager of CLFG Longmen Glass Company Limited* (洛玻集團龍門玻璃有限責任公司), general manager of Technology R&D Center and Production Center of the Company and deputy executive general manager of Henan Zhonglian Glass LLC* (河南省中聯玻璃有限責任公司), etc.

Mr. Zhang Rong, aged 45, is a senior engineer with a master's degree in engineering and the deputy general manager of the Company. He concurrently serves as the general manager of CNBM (Hefei) New Energy Company Limited* (中建材(合肥)新能源有限公司). He had served as an assistant engineer of glass institute of Bengbu Glass Industry Design Institute* (蚌埠玻璃工業設計研究院), a design manager, a project manager and a deputy head of the glass business department of China Triumph International Engineering Co., Ltd.* (中國建材國際工程集團有限公司) and deputy executive general manager of CNBM (Hefei) New Energy Company Limited* (中建材(合肥)新能源有限公司), etc.

Non-executive Directors:

Mr. Ren Hongcan, aged 55, is a professor-grade senior engineer with a bachelor's degree and a Supervisor of the Company. He currently serves as the deputy executive general manager of Chengdu Zhongguangdian Technology Co., Ltd.* (成都中光電科技有限公司), deputy general engineer of (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), deputy general engineer of China Luoyang Float Glass (Group) Company Limited* (中國洛陽浮法玻璃集團有限責任公司). He was formerly the factory manager of a branch factory, manager of the Production Center, and head of the investment department of the Company, and general manager of Luoyang Glass (Beijing) International Engineering Co., Ltd.* (洛玻(北京)國際工程有限公司), etc.

LETTER FROM THE BOARD

Mr. Chen Yong, aged 47, is a holder of a master's degree and a senior accountant. Mr. Chen is a vice president and general accountant of (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), and the chief financial officer of Triumph Photovoltaic Materials Ltd.* (凱盛光伏材料有限公司). He had successively held various positions such as the head of the financial department and the assistant to the president of (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), a deputy head of the financial department of China Triumph International Engineering Co., Ltd.* (中國建材國際工程集團有限公司) and the chief financial officer of China Triumph Bengbu Engineering and Technology Company Limited* (蚌埠凱盛工程技術有限公司).

Independent Non-executive Directors:

Mr. Jin Zhanping, aged 55, is a holder of a master's degree and senior engineer, an independent non-executive Director of the Company. Mr. Jin is the secretary general of the Chinese Ceramic Society, and concurrently serves as an executive director of Beijing Zhongxi Exhibition Co., Ltd. (北京中矽展覽有限公司). He had served as the editor in charge of the Editorial Office of the Journal of Chinese Ceramics Society, and deputy head and head of the General Office, deputy secretary general of the Chinese Ceramic Society.

Mr. Ye Shuhua, aged 58, is a holder of a bachelor's degree in laws, senior lawyer and an independent non-executive Director of the Company. Mr. Ye currently acts as partner of Henan Qianwen Law Firm, a member of the Lawyer Research Institution of Henan Law Science Association, an arbitrator of Arbitration Committee of Zhengzhou and a member of its Expert Consultation Committee. Mr. Ye used to work in Henan Economic Law Firm and Henan Foreign-related Business Law Firm as a lawyer. Mr. Ye was an independent director of Henan Sifang Diamond Co., Ltd.* (河南四方達超硬材料股份有限公司) (listed on the Shenzhen Stock Exchange with stock code 300179) from September 2008 to November 2014. He has served as an independent director of Central Plains Environment Protection Co., Ltd. (中原環保股份有限公司) (listed on the Shenzhen Stock Exchange with stock code 000544) since March 2017.

Mr. He Baofeng, aged 46, is a holder of a master's degree in accounting, CCPA and CICTA and an independent non-executive Director of the Company. He currently serves as the chairman of Luoyang TopChina CPA Ltd.* (洛陽天誠會計師事務所) and had served as an independent Supervisor of the Company. Mr. He worked in Bureau of Finance of Wancheng District in Nanyang from 1992 to 1997 and has worked in Luoyang TopChina CPA Ltd.* (洛陽天誠會計師事務所) since October 1997.

Ms. Zhang Yajuan, aged 45, a holder of master's degree in law, is a lawyer and an international internal controller with the securities investment fund qualification. She currently serves as a senior advisor of Beijing Tian Yuan Law Firm* (北京天元律師事務所). She had served as a section chief at the head office of China Citic Bank* (中信銀行). From July 2001 to June 2018, she successively worked at the legal department, risk management department, joint-stock system reform office, board office, compliance audit department, and compliance department at the head office of China Citic Bank* (中信銀行).

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Save as disclosed above, each of the above proposed Directors does not hold any position in the Company or any other members of the Company, nor did he/she hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If each of the above proposed Directors is appointed as a Director of the Company, his/her term of office will be from the date of the EGM (i.e. 4 March 2019) to 3 March 2022, except for Mr. Jin Zhanping whose term of office will be from the date of the EGM (i.e. 4 March 2019) to 2 June 2020, and he/she will receive a remuneration in accordance with the remuneration proposal, which will be determined with reference to his/her duties and responsibilities with the Company and the actual situation of the Company, and will be subject to the Shareholders' approval at the EGM (please see below for details).

Relationships

Save as disclosed above, each of the above proposed Directors has no relationship with any Directors, Supervisors or senior management of the Company or with any substantial Shareholders or controlling Shareholders of the Company.

Interests in shares

So far as the Directors are aware as at the Latest Practicable Date, each of the above proposed Directors does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of each of the above proposed Directors, there is no information which is discloseable nor is/was he/she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders.

Nomination of Supervisors by the Controlling Shareholder

The controlling Shareholder of the Company, CLFG, has nominated the following persons to be the Shareholders' representative Supervisors of the Ninth Supervisory Committee:

1. Mr. Ren Zhenduo;
2. Mr. Li Wenge;
3. Mr. Qiu Mingwei (independent Supervisor); and

LETTER FROM THE BOARD

4. Ms. Yan Mei (independent Supervisor).

Details of the above proposed Supervisors are set out below:

Mr. Ren Zhenduo, aged 55, is a bachelor's degree holder, and the chairman of the Supervisory Committee of the Company. He is currently the deputy secretary to the party committee, secretary to the disciplinary committee and chairman of the labor union of China Luoyang Float Glass (Group) Company Limited* (中國洛陽浮法玻璃集團有限責任公司). Mr. Ren had served as the general manager of CLFG Longxin Glass Company Limited* (洛玻集團龍新玻璃有限公司) and the deputy secretary to the party committee of the Company.

Mr. Li Wenge, aged 53, holds a master's degree. He currently serves as the deputy secretary to the party committee and the secretary to the disciplinary committee of the Company. Mr. Li had served as the deputy director of the general department, the deputy head of the warehousing and transportation plant and the deputy general manager of the sales company of CLFG Processing Company* (洛玻加工公司), the general manager of Hubei Xiangyang Luoshen Automobile Glass Company* (湖北襄陽洛神汽車玻璃公司), the deputy secretary of the county party committee of Shawan County, Tacheng District, Xinjiang, and the general manager and the deputy secretary to the party committee of Luoyang New Jingrun Engineering Glass Co., Ltd.* (洛陽新晶潤工程玻璃有限公司).

Mr. Qiu Mingwei, aged 47, is a certified public accountant, a certified asset valuer and an independent Supervisor of the Company with a bachelor's degree. He is currently a managing partner and the head of Henan Huazhi Certified Public Accountants Firm* (河南華智會計師事務所). Mr. Qiu had served as the project manager of Luoyang City Xinde Certified Public Accountants Firm* (洛陽市信德會計師事務所), the department manager in Guangzhou Fuyang Jianda Certified Public Accountants Firm* (廣州富揚健達會計師事務所) and the head of business of Henan Kaituo Joint Certified Public Accountants Firm* (河南開拓聯合會計師事務所).

Ms. Yan Mei, aged 56, is a master in management and an independent Supervisor of the Company. She is currently a professor and a master's supervisor in the school of management in Henan University of Science and Technology. Ms. Yan has been engaging in research on financial management and performance management and had chaired in more than 10 provincial level classes, published more than 10 monographs and textbooks and published more than 50 theses. She had also been awarded with honourable titles including "Luoyang City 1 May Labour Award (洛陽市五一勞動獎章)" and "National 1 May Heroine Model (全國五一巾幗標兵)".

Save as disclosed above, each of the above proposed Supervisors does not hold any position in the Company or any other members of the Company, nor did he/she hold any directorship in any other listed companies in the last three years.

LETTER FROM THE BOARD

The Ninth Supervisory Committee of the Company will comprise 6 members, including 4 Shareholders' representative Supervisors and 2 staff representative Supervisors. The staff representative Supervisors will be democratically elected by the staff representative committee of the Company to join the Ninth Supervisory Committee of the Company directly with a term of office same as that of the Ninth Supervisory Committee.

Length of service and emolument

If each of the above proposed Supervisors is appointed as a Supervisor of the Company, his/her term of office will be from the date of the EGM (i.e. 4 March 2019) to 3 March 2022 and he/she will receive a remuneration in accordance with the remuneration proposal, which will be determined with reference to his/her duties and responsibilities with the Company and the actual situation of the Company, and will be subject to the Shareholders' approval at the EGM (please see below for details).

Relationships

Save as disclosed above, each of the above proposed Supervisors has no relationship with any Directors, Supervisors or senior management of the Company or with any substantial Shareholders or controlling Shareholders of the Company.

Interests in shares

So far as the Directors are aware as at the Latest Practicable Date, each of the above proposed Supervisors does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of each of the above proposed Supervisors, there is no information which is discloseable nor is/was he/she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

The appointment of the above proposed Directors and Supervisors is subject to the approval by the Shareholders at the EGM. Ordinary resolutions in relation to the above proposed appointment of Mr. Zhang Chong, Mr. Xie Jun, Mr. Ma Yan, Mr Wang Guoqiang and Mr. Zhang Rong as executive Directors, Mr. Ren Hongcan and Mr. Chen Yong as non-executive Directors, Mr. Jin Zhanping, Mr. Ye Shuhua, Mr. He Baofeng and Ms. Zhang Yajuan as independent non-executive Directors, and Mr. Ren Zhenduo, Mr. Li Wenge, Mr. Qiu Mingwei and Ms. Yan Mei as Supervisors will be proposed to be approved by the Shareholders at the EGM.

LETTER FROM THE BOARD

Retirement of Director and Supervisor

Upon approval of the above proposed appointment of Directors and Supervisors at the EGM, Mr. Liu Tianni will retire from the position of Director, and Mr. Ren Hongcan will retire from the position of Supervisor, effective from the date of the EGM (i.e. 4 March 2019). The above retiring Director and Supervisor have confirmed that they have no disagreement with the Board and the Supervisory Committee and there is no matter with respect to their retirement that needs to be brought to the attention of the Shareholders.

The Company would like to take this opportunity to express its appreciation for the valuable contribution of Mr. Liu Tianni and Mr. Ren Hongcan to the Company during their respective terms of service.

DIRECTORS' AND SUPERVISORS' REMUNERATIONS

The re-election of Directors and Supervisors is expected to be completed upon obtaining the relevant approval at the EGM. The remuneration and review committee under the Board has made recommendations in respect of the remunerations for the Directors of the Ninth Board and the Supervisors of the Ninth Supervisory Committee.

Remunerations for the Directors of the Ninth Board and the Supervisors of the Ninth Supervisory Committee

Directors' remunerations

Upon consideration by the Board, the proposed remunerations for the Directors of the Ninth Board are as follows:

1. the annual fixed allowance paid to non-executive Directors and independent non-executive Directors is RMB60,000 per person (before tax);
2. the remunerations for the chairman and executive Directors comprise the following:

(A) basic annual salary:

chairman	:	RMB360,000 (before tax)
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executive Directors	:	RMB240,000 per person (before tax)
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LETTER FROM THE BOARD

(B) annual performance-related pay:

annual performance-related pay represents viable remuneration.

annual performance-related pay standard = basic annual salary $\times$ performance coefficient for the year. Performance coefficient is determined based on the return on net assets for the year.

annual performance-related pay = annual performance-related pay standard $\times$ compound assessment coefficient

annual performance-related pay is payable in accordance with the appraisal under the “Administrative Measures on Remuneration and Performance Appraisal for Directors, Supervisors and Senior Management (董監高薪酬與績效考核管理辦法)”.

(C) outstanding contribution bonus:

outstanding contribution bonus shall be proposed by the chairman and approved by the Board; and

3. Directors in managerial positions in the controlling Shareholders, de facto controllers of the Company and their subsidiaries will not receive Director allowance from the Company.

Supervisors’ remunerations

Upon consideration by the Supervisory Committee, the proposed remunerations for the Supervisors of the Ninth Supervisory Committee are as follows:

1. the annual fixed allowance paid to independent Supervisors and other Supervisors representing the Shareholders is RMB30,000 per person (before tax);
2. staff representative Supervisors will be paid according to their job positions in the Company and will not receive additional Supervisor allowance; and
3. Supervisors in managerial positions in the controlling Shareholders, de facto controllers of the Company and their subsidiaries will not receive Supervisor allowance from the Company.

LETTER FROM THE BOARD

EGM

A notice convening the EGM to be held at 9.00 a.m. on 4 March 2019 (Monday) at the conference room of the Company on 3rd Floor, No. 9 Tang Gong Zhong Lu, Xigong District, Luoyang Municipal, Henan Province, the PRC was despatched on 17 January 2019. The EGM will be held for the purposes of, among other things, seeking Shareholders' approval on (i) the appointment of the proposed Directors and Supervisors; and (ii) the Directors' and Supervisors' remunerations. At the EGM, voting on the proposed ordinary resolutions will be conducted by way of poll.

The notice of the EGM is set out on pages 13 to 16 of this circular.

A form of proxy for use at the EGM was despatched and also published on the website of the Stock Exchange (<http://www.hkexnews.hk>) on 17 January 2019. Whether or not you are able to attend the EGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or to the Company's registered address 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 of the EGM or 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 adjournment thereof should you so wish.

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

RECOMMENDATIONS

The Board considers that the proposed re-election of Directors and Supervisors, and proposed Directors' and Supervisors' remunerations are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

* *for identification purposes only*

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING



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 2019 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY given that the 2019 First Extraordinary General Meeting 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 at 9:00 a.m. on 4 March 2019 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 announcement of the Company dated 14 January 2019 (the “**Announcement**”).*

ORDINARY RESOLUTIONS:

1. To consider and approve the appointment of Mr. Zhang Chong to be the executive Director of the Ninth Board for a term of three years from 4 March 2019 to 3 March 2022.
2. To consider and approve the appointment of Mr. Xie Jun to be the executive Director of the Ninth Board for a term of three years from 4 March 2019 to 3 March 2022.
3. To consider and approve the appointment of Mr. Ma Yan to be the executive Director of the Ninth Board for a term of three years from 4 March 2019 to 3 March 2022.
4. To consider and approve the appointment of Mr. Wang Guoqiang to be the executive Director of the Ninth Board for a term of three years from 4 March 2019 to 3 March 2022.

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

5. To consider and approve the appointment of Mr. Zhang Rong to be the executive Director of the Ninth Board for a term of three years from 4 March 2019 to 3 March 2022.
6. To consider and approve the appointment of Mr. Ren Hongcan to be the non-executive Director of the Ninth Board for a term of three years from 4 March 2019 to 3 March 2022.
7. To consider and approve the appointment of Mr. Chen Yong to be the non-executive Director of the Ninth Board for a term of three years from 4 March 2019 to 3 March 2022.
8. To consider and approve the appointment of Mr. Jin Zhanping to be the independent non-executive Director of the Ninth Board for a term from 4 March 2019 to 2 June 2020.
9. To consider and approve the appointment of Mr. Ye Shuhua to be the independent non-executive Director of the Ninth Board for a term of three years from 4 March 2019 to 3 March 2022.
10. To consider and approve the appointment of Mr. He Baofeng to be the independent non-executive Director of the Ninth Board for a term of three years from 4 March 2019 to 3 March 2022.
11. To consider and approve the appointment of Ms. Zhang Yajuan to be the independent non-executive Director of the Ninth Board for a term of three years from 4 March 2019 to 3 March 2022.
12. To consider and approve the appointment of Mr. Ren Zhenduo to be the Supervisor of the Ninth Supervisory Committee for a term of three years from 4 March 2019 to 3 March 2022.
13. To consider and approve the appointment of Mr. Li Wenge to be the Supervisor of the Ninth Supervisory Committee for a term of three years from 4 March 2019 to 3 March 2022.
14. To consider and approve the appointment of Mr. Qiu Mingwei to be the Supervisor of the Ninth Supervisory Committee for a term of three years from 4 March 2019 to 3 March 2022.
15. To consider and approve the appointment of Ms. Yan Mei to be the Supervisor of the Ninth Supervisory Committee for a term of three years from 4 March 2019 to 3 March 2022.

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

16. To consider and approve the proposed remuneration for the Ninth Board of the Company.
17. To consider and approve the proposed remuneration for the Ninth Supervisory Committee of the Company.

As for the details of the foregoing resolutions, please refer to the Announcement.

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

Luoyang, the PRC
17 January 2019

As at the date of this notice, the Board comprises three executive Directors: Mr. Zhang Chong, Mr. Ma Yan and Mr. Wang Guoqiang; 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*

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

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 4:30 p.m. on 1 February 2019, are entitled to attend and vote at the EGM. The register of members of the Company's H shares will be closed from 2 February 2019 to 4 March 2019 (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 EGM 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 Shops 1712–1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on 1 February 2019.
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 must be notarised by the notary public. The proxy form together with the copies of 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, Hong Kong Registrars 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 meeting to the registered address of the Company on or before 11 February 2019 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 meeting 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 of the Company from subsequently attending and voting in person at the EGM or any adjourned meetings should you so wish.