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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***, you should at once hand this circular to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or registered institution in securities 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) PROPOSED CHANGE OF THE BUSINESS SCOPE
AND
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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 6 of this circular.

A notice convening the EGM 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 a.m. on Wednesday, 15 February 2023 is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zhglb.com).

The forms of proxy for use at the EGM shall be despatched to the Shareholders and published on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) on 30 January 2023. Whether or not you are able to attend the EGM in person, you are requested to complete and return the forms of proxy in accordance with the instructions printed thereon to the Company's H share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 forms of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

30 January 2023

* For identification purposes only

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DEFINITIONS

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

“A Share(s)”	the domestic ordinary share(s) of RMB1.00 each in the share capital of the Company, which are listed on the Shanghai Stock Exchange and traded in RMB
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of 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
“Director(s)”	director(s) of the Company, including the independent nonexecutive director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened at 9 a.m. on Wednesday, 15 February 2023, for the Shareholders to consider and, if thought fit, approve proposed Change of the Business Scope and proposed Amendments to the Articles of Association
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) of RMB1.00 each in the share capital of the Company, listed on the main board of the Stock Exchange and traded in HK\$
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC” the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“RMB” Renminbi, the lawful currency of the PRC

“Shareholder(s)” the shareholder(s) of the Company

“Stock Exchange” The Stock Exchange of Hong Kong Limited

* *For identification purposes only*

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. Xie Jun
Mr. Ma Yan
Mr. Zhang Rong
Mr. Liu Yuquan
Ms. Wang Leilei

Registered Office:

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

Non-executive Directors:

Mr. Zhang Chong
Mr. Sun Shizhong

Independent non-executive Directors:

Ms. Zhang Yajuan
Mr. Chen Qisuo
Mr. Zhao Hulin
Mr. Fan Baoqun

(1) PROPOSED CHANGE OF THE BUSINESS SCOPE

AND

(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

References are made to the announcements of the Company dated 11 January 2023 in relation to proposed Change of the Business Scope and proposed Amendments to the Articles of Association.

The purpose of this circular is to set forth:

- (1) the details of the proposed Change of the Business Scope;

LETTER FROM THE BOARD

- (2) the information of the proposed Amendments to the Articles of Association; and
- (3) the notice of EGM

PROPOSED CHANGE OF THE BUSINESS SCOPE

As highlighted in the Company's 2022 Interim Report, in recent years, relying on the continuous and rapid development of photovoltaic industry in the PRC, the Company has focused on the field of new energy materials, expedited the optimization of regional layout, and successively established seven intelligent production bases in East China, Central China, North China and Southwest China. At the same time, the Company has divested and disposed of all the original information display glass segment-related businesses in the first half of 2022, so as to concentrate its resources on the development of the core business of new energy materials. As a result of the Company's persistence on innovation to promote business transformation and upgrade, the Company is pleased to announce that it has taken the lead in the industry to achieve the complete transformation from traditional flat glass into information display glass and from information display glass into new energy materials. The Company has comprehensively transformed into the field of new energy materials instead of focusing on information display glass segment-related businesses.

In view of the above development strategy of the Company and the actual situation of the Company's current operating businesses, and in accordance with the specific requirements of the market regulation administration on the comprehensive usage of the Catalogue on the Standardized Description of Business Scope Registration, the Board proposes to change the business scope of the Company as follows:

Existing Business Scope:	Development, production, manufacture and installation of information display glass, new energy glass, photoelectric material for functional glass category and its further processed products and components, relevant materials, mechanical whole-set equipment and its electrical appliances and accessories, relevant technical consultancy and technical services, and sales and aftersales services of self-made products
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LETTER FROM THE BOARD

Amended Business Scope: Manufacturing of photovoltaic equipment and components; sales of photovoltaic equipment and components; glass manufacturing; manufacturing of non-metallic mineral products, sales of non-metallic mineral and its products; manufacturing of technical glass products, sales of technical glass products; solar energy generation technology services; research and development of new materials technology; research and development of new energy technology; manufacturing of equipment for production of construction materials; purchasing agent; technical services, technology development, technical consultation, technology exchange, technology transfer, technology promotion; research and development of technology of carbon emission reduction, carbon conversion, carbon capture and carbon sequestration; external project contracting; industrial engineering design services; engineering management services; engineering technology services (except for planning management, survey, design and supervision); architectural engineering design; power generation business, transmission business, power supply (distribution) business; solar energy generation technology services; construction engineering; installation, maintenance and testing of power transmission, power supply and receiving power facilities. (Items that shall be approved according to law can be operated upon approval of relevant departments)

THE CONDITIONS OF PROPOSED CHANGE OF THE BUSINESS SCOPE

The proposed Change of the Business Scope is subject to the satisfaction of the following conditions:

- (a) the proposed Change of the Business Scope and proposed Amendments to the Articles of Association being approved by the Shareholders at the EGM by way of special resolutions; and
- (b) any necessary approval by the relevant government authorities of the PRC in relation to the Change of the Business Scope being obtained.

The proposed Change of the Business Scope and the proposed Amendments to the Articles of Association will be put forward to the Shareholders for approval by way of special resolutions at the EGM. The filing with relevant PRC authorities will be made after the passing of the relevant special resolutions at the EGM. Subject to satisfaction of the conditions set out above, the proposed Change of the Business Scope will take effect from the date on which the new business license is issued by relevant government authorities in the PRC, and the Change of the Business Scope is subject to the approval information from the relevant government authorities. The Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

The Board is of the view that the proposed Change of the Business Scope of the Company is in the interests of the Company and the Shareholders as a whole.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

Revised 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 manufacturing of photovoltaic equipment and components; sales of photovoltaic equipment and components; glass manufacturing; manufacturing of non-metallic mineral products, sales of non-metallic mineral and its products; manufacturing of technical glass products, sales of technical glass products; solar energy generation technology services; research and development of new materials technology; research and development of new energy technology; manufacturing of equipment for production of construction materials; purchasing agent; technical services, technology development, technical consultation, technology exchange, technology transfer, technology promotion; research and development of technology of carbon emission reduction, carbon conversion, carbon capture and carbon sequestration; external project contracting; industrial engineering design services; engineering management services; engineering technology services (except for planning management, survey, design and supervision); architectural engineering design; power generation business, transmission business, power supply (distribution) business; solar energy generation technology services; construction engineering; installation, maintenance and testing of power transmission, power supply and receiving power facilities. (Items that shall be approved according to law can be operated upon approval of relevant departments)

LETTER FROM THE BOARD

THE CONDITIONS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Save for the aforesaid proposed Amendments to the Articles of Association, the other provisions of the Articles of Association remain unchanged. The proposed Amendments to the Articles of Association are subject to the approval by the Shareholders by way of a special resolution at the EGM and will come into effect after obtaining all necessary approvals, authorizations or registration (if applicable) from or with the relevant government or regulatory authorities and completion of filing. The Amendments to the Articles of Association are subject to the approval by the relevant government authorities.

Upon the proposed Amendments to the Articles become effective, the Company will carry out necessary filing procedures with the Companies Registry in Hong Kong.

The Articles of Association and its amendments were prepared in Chinese, without formal English version. As such, the English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.

EGM

The EGM will be convened by the Company for the purposes of, among other things, the Shareholders to consider and, if thought fit, approve (i) the proposed Change of the Business Scope and (ii) the proposed Amendments to the Articles of Association. At the EGM, voting on the proposed resolutions will be conducted by way of poll.

A notice convening the EGM to be held at 9 a.m. on 15 February 2023 (Wednesday) 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 published by the Company on 30 January 2023 and is set out on pages EGM-1 to EGM-3 of this circular.

The forms of proxy for use at the EGM shall be despatched on 30 January 2023 and published on the website of the Stock Exchange (<http://www.hkexnews.hk>). Whether or not you are able to attend the EGM in person, you are requested to complete and return the forms of proxy in accordance with the instructions printed thereon to the Company's H share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 forms of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors are of the view that the (i) the proposed Change of the Business Scope and (ii) the proposed Amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommended the Shareholders to vote in favour of (i) the special resolutions on the proposed Change of the Business Scope and (ii) the special resolutions on the proposed Amendments to the Articles of Association to be proposed at the EGM.

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.

Yours faithfully,
By order of the Board
Luoyang Glass Company Limited*
Xie Jun
Chairman

30 January 2023

* *For identification purposes only*

NOTICE OF EGM



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 2023

NOTICE IS HEREBY given that the first extraordinary general meeting 2023 (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 a.m. on 15 February 2023 (Wednesday) 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 11 January 2023 in relation to the proposed Change of the Business Scope and the proposed Amendments to the Articles of Association (the “**Announcement**”).*

Special Resolutions

1. To consider and approve the proposed change of business scope;
2. Conditional upon the passing of the special resolution number 1, to consider and approve the proposed amendments to the Articles of Association; and

NOTICE OF EGM

THAT any director and the company secretary of the Company be and are hereby authorised to do all such acts and things and to execute all such documents as they may in their absolute discretion deem fit and necessary in order to effect and implement the Change of the Business Scope and/or the Amendments to Articles of Association.

(For details of the above resolutions, please refer to the Announcement.)

By order of the Board
Luoyang Glass Company Limited*
Xie Jun
Chairman

Luoyang, the PRC
30 January 2023

As at the date of this notice, the Board comprises five executive Directors: Mr. Xie Jun, Mr. Ma Yan, Mr. Zhang Rong, Mr. Liu Yuquan and Ms. Wang Leilei; two non-executive Directors: Mr. Zhang Chong and Mr. Sun Shizhong; and four independent non-executive Directors: Ms. Zhang Yajuan, Mr. Chen Qisuo, Mr. Zhao Hulin and Mr. Fan Baoqun.

* *For identification purposes only*

NOTICE OF EGM

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 8 February 2023, are entitled to attend and vote at the EGM. The register of members of the Company's H Shares will be closed from 9 February 2023 to 15 February 2023 (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 Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on 8 February 2023.
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 case 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 such power of attorney or other authorisation documents as notarised by the notary public must be lodged at the Company's share registrar in 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 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.
5. 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 traveling and accommodation expenses.
6. The Company's registered address is as follows:

No. 9 Tang Gong Zhong Lu, Xigong District
Luoyang Municipal, Henan Province
the People's Republic of China
Postal Code: 471009
Tel: 86-379-6390 8961
Fax: 86-379-6325 1984
7. 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.