

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Zhejiang Glass Company, Limited (“Company”) will be held on Thursday, 19 May 2005 at 9:00 a.m. at the Conference Room, Zhejiang Glass Company, Limited, Yangxunqiao Township, Shaoxing County, Zhejiang Province, the PRC for the following purposes:

1. To consider and approve the report of the Board of Directors for the year ended 31 December 2004
2. To consider and approve the report of the Supervisory Committee for the year ended 31 December 2004
3. To consider and approve the financial report of the Company for the year ended 31 December 2004 audited by the Company’s international auditors, PricewaterhouseCoopers, Hong Kong, Certified Public Accountants, in accordance with the accounting principles generally accepted in Hong Kong
4. To consider and approve the financial report of the Company for the year ended 31 December 2004 audited by the Company’s domestic auditors, PricewaterhouseCoopers Zhong Tian CPAs Limited Company, in accordance with the accounting principles generally accepted in the PRC
5. To consider and authorise the Board of Directors to fix the remuneration of the Company’s directors and supervisors for the year ending 31 December 2005 and to authorise any one of the directors of the Company to sign and deliver to the relevant director or supervisor his service agreement on the condition that such a director shall not be authorised to sign and deliver his own service agreement
6. To consider and approve the profit appropriation plan of the Company for the year ended 31 December 2004, including:
  - (i) to approve the allocation of 10% of the Company’s after tax profits for the year ended 31 December 2004 to the statutory capital reserve fund;
  - (ii) to approve the allocation of 10% of the Company’s after tax profit for the year ended 31 December 2004 to the statutory public welfare fund; and
  - (iii) to approve the distribution of RMB0.0503 per share as final dividend to the shareholders whose names appear on the register of members of the Company on 19 May 2005
7. To consider and approve the re-appointments of PricewaterhouseCoopers, Hong Kong and PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the Company’s international auditors and domestic auditors respectively for the year ending 31 December 2005 and to authorise the Board of Directors of the Company to fix their remuneration;

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8. To consider and, if thought fit, pass the following as a special resolution:

**“THAT:**

- (a) subject to paragraphs (c) and (d) below and subject to all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (“PRC”), The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or of any other governmental or regulatory body, the directors of the Company (“Board”) be and they are hereby authorised to exercise, whether by a single exercise or otherwise, all the powers of the Company to allot, issue and deal with overseas listed foreign shares (“H Shares”) during the Relevant Period (as defined in paragraph (e) below);
- (b) the authority granted under paragraph (a) above shall authorise the Board to make an offer or agreement or grant an option during the Relevant Period which would or might require H Shares to be allotted and issued either during or after the end of the Relevant Period;
- (c) the aggregate nominal value of H Shares allotted or agreed to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the authority granted under paragraphs (a) and (b) above (otherwise than pursuant to a conversion of capital reserve funds into registered capital in accordance with the articles of association (“Articles of Association”) of the Company) shall not exceed 20 per cent. of the aggregate nominal value of H Shares in issue of the Company at the date of passing of this resolution;
- (d) the authority granted under paragraph (a) above shall be conditional upon the approvals of the China Securities Regulatory Commission, the State Council of the PRC and/or (if appropriate) any other regulatory authorities as required by the laws, rules and regulations of the PRC being obtained by the Company;
- (e) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting following the passing of this special resolution; and
  - (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting; and

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- (f) subject to approval of all relevant governmental authorities in the PRC for the issue and allotment of and dealing in such H Shares being granted, the Board be and it is hereby authorised to:
- (i) make such corresponding amendments to the Articles of Association as it thinks fit so as to change the registered capital of the Company and to reflect the new capital structure of the Company upon the exercise of the authority to allot, issue and deal in H Shares as conferred under paragraph (a) above; and
  - (ii) file the amended Articles of Association with the relevant governmental authorities of the PRC.”

9. To transact any other business.

By Order of the Board

**Feng Guangcheng**

*Chairman*

Zhejiang Province, the PRC

18 March 2005

*Notes:*

1. Holders of H Shares of the Company are advised that the register of members of the Company will close from 18 April 2005 to 19 May 2005 (both days inclusive), during which time no transfer of shares of the Company will be effected and registered. Holders of H Shares of the Company whose names appear on the Hong Kong branch register of members of the Company on 19 May 2005 are entitled to attend the AGM. In order to qualify for attendance at the AGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's share registrar and transfer office for H shares, Hong Kong Registrars Limited at 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:00 p.m. on Friday, 15 April 2005.
2. Shareholders who intend to attend the AGM should complete and lodge the accompanying notice of attendance and return it to for holders of H shares, the Company's H share registrar, or for holders of domestic shares, the Company's registered address, on or before 28 April 2005. The notice of attendance may be delivered by hand, by post or by fax to the Company's H share registrar, Hong Kong Registrars Limited, or to the Company's registered address (as may be applicable). Completion and return of the notice of attendance do not affect the right of a shareholder to attend the AGM. However, a failure to return the notice of attendance may result in an adjournment of the AGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the AGM by the notice of attendance does not reach more than half of the total number of shares of the Company carrying the right to vote at the AGM.
3. Every shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his behalf at the AGM.

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4. A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H share registrar for holders of H shares or at the Company's registered address for holders of domestic shares not less than 24 hours before the time appointed for the holding of the AGM. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H share registrar or the Company's registered address (as may be applicable).
5. The AGM is expected to last for 2 hours. Shareholders and their proxies attending the meetings shall be responsible for their own travelling and accommodation expenses.
6. The address of the Hong Kong Registrars Limited is:

46th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Tel No.: (852) 2862 8628  
Fax No: (852) 2865 0990

The registered address of the Company is:

Zhejiang Glass Company, Limited  
Yangxunqiao Township  
Shaoxing Country  
Zhejiang Province, the PRC  
Tel No.: (86 575) 450 1087  
Fax No.: (86 575) 450 1655