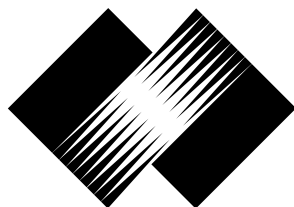


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洛阳玻璃股份有限公司

LUOYANG GLASS COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1108)

**NOTICE OF THE THIRD EXTRAORDINARY
GENERAL MEETING 2011**

NOTICE IS HEREBY given that the Third Extraordinary General Meeting 2011 (the “**EGM**”) of Luoyang Glass Company Limited (the “**Company**”) will be held at the conference room of the Company on 1st 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 28 December 2011 (Wednesday) for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

*Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 8 November 2011 (the “**Circular**”).*

1. To approve and confirm the Product Sale Framework Agreement (a copy of which has been produced to the EGM marked “1” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed New Caps, the transaction contemplated thereunder and the implementation thereof;

2. To approve and confirm the Composite Services Agreement (a copy of which has been produced to the EGM marked “2” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed New Caps, the transaction contemplated thereunder and the implementation thereof;
3. To approve and confirm the Equity Custodian Agreement (a copy of which has been produced to the EGM marked “3” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed New Caps, the transaction contemplated thereunder and the implementation thereof;
4. To approve and confirm the Water and Electricity Framework Agreement (a copy of which has been produced to the EGM marked “4” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed New Caps, the transaction contemplated thereunder and the implementation thereof;
5. To approve and confirm the CLFG Composite Services Agreement (a copy of which has been produced to the EGM marked “5” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed New Caps, the transaction contemplated thereunder and the implementation thereof;
6. To approve and confirm the CLFG Raw Materials Sale Framework Agreement (a copy of which has been produced to the EGM marked “6” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed New Caps, the transaction contemplated thereunder and the implementation thereof;
7. To approve and confirm the CLFG Engineering Technical Services Framework Agreement (a copy of which has been produced to the EGM marked “7” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed New Caps, the transaction contemplated thereunder and the implementation thereof;
8. To approve and confirm the CNBMG Engineering Technical Services Framework Agreement (a copy of which has been produced to the EGM marked “8” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed New Caps, the transaction contemplated thereunder and the implementation thereof;

9. To approve and confirm the CNBMG Engineering Materials Sale Framework Agreement (a copy of which has been produced to the EGM marked “9” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed New Caps, the transaction contemplated thereunder and the implementation thereof;
10. To approve and confirm the Raw Materials Sale Framework Agreement (a copy of which has been produced to the EGM marked “10” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed New Caps, the transaction contemplated thereunder and the implementation thereof;
11. To approve and confirm the CLFG Product Sale Framework Agreement (a copy of which has been produced to the EGM marked “11” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed New Caps, the transaction contemplated thereunder and the implementation thereof;
12. To approve and confirm the Huayi Glass Product Sale Framework Agreement (a copy of which has been produced to the EGM marked “12” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed New Caps, the transaction contemplated thereunder and the implementation thereof;
13. To approve and confirm the CNBMG Financial Services Framework Agreement (a copy of which has been produced to the EGM marked “13” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed New Caps, the transaction contemplated thereunder and the implementation thereof; and

14. To approve, ratify and confirm any one of the Directors for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorize signing, executing, perfecting and delivering all such documents and deeds, to do or authorize doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Product Sale Framework Agreement, Composite Services Agreement, Equity Custodian Agreement, Water and Electricity Framework Agreement, CLFG Composite Services Agreement, CLFG Raw Materials Sale Framework Agreement, CLFG Engineering Technical Services Framework Agreement, CNBMG Engineering Technical Services Framework Agreement, CNBMG Engineering Materials Sale Framework Agreement, Raw Materials Sale Framework Agreement, CLFG Product Sale Framework Agreement, Huayi Glass Product Sale Framework Agreement, CNBMG Financial Services Framework Agreement (together the “**New CCT Agreements**”) and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the New CCT Agreements that may in their discretion consider to be desirable and in the interest of the Company and all the Directors’ acts as aforesaid.

By order of the Board
Luoyang Glass Company Limited
Song Jianming
Chairman

Luoyang, the PRC
8 November 2011

As at the date of this notice, the Board comprises four executive Directors: Mr. Song Jianming, Mr. Ni Zhisen, Ms. Song Fei and Mr. Cheng Zonghui; three non-executive Directors: Mr. Zhao Yuanxiang, Mr. Zhang Chengong and Mr. Guo Yimin; and four independent non-executive Directors: Mr. Zhang Zhanying, Mr. Guo Aimin, Mr. Huang Ping and Mr. Dong Jiachun.

Notes:

1. Holders of the Company's A shares who registered in the China Securities Depository and Clearing Corporation Limited, Shanghai Branch, and whose names appear on the register of members maintained by China Securities Depository and Clearing Corporation Limited, Shanghai Branch at the close of trading at 3:00 p.m. on 25 November 2011, are entitled to attend the EGM by presenting their identity cards, share account cards as well as power of attorney and identity cards of proxy(ies) (if applicable) during 8:00 a.m. to 12:00 noon and 2:00 p.m. to 5:30 p.m. on 7 December 2011 at the Secretarial Office of the Board, No. 9 Tang Gong Zhong Lu, Xigong District, Luoyang Municipal, Henan Province, the PRC for registration in relation to attending the EGM; overseas Shareholders may fax the copy of the same to the registered address of the Company on or before 7 December 2011.
2. Holders of the Company's H shares, whose names appear on the register of members maintained by Hong Kong Registrars Limited at the close of trading at 4:00 p.m. on 25 November 2011, are entitled to attend and vote at the EGM. The register of members of the Company's H shares will be closed from 26 November 2011 to 28 December 2011 (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 Rooms 1901-5, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:00 p.m. on 25 November 2011.
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. A proxy needs not be a Shareholder.
4. The principal may appoint a proxy in written form (i.e. through the proxy form enclosed in the Circular). 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 notarially certified. To be valid, the proxy form, together with a notarially certified copy of the power of attorney or other authorisation documents must be lodged at the Company's share registrar in Hong Kong, Hong Kong Registrars Limited, at Rooms 1901-5, Hopewell Centre, 183 Queen's Road East, Hong Kong or to the Company's registered address 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 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 7 December 2011 personally or by mail or fax.
6. Shareholders or their proxies shall produce their proofs of identity when attending the EGM. A proxy who is appointed to attend the EGM shall produce the proxy form at the same time.
7. The EGM is expected to last for not more than one day. Shareholders and proxies attending the EGM should be responsible for their own travelling and accommodation expenses.
8. 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 8588
Fax: 86-379-6325 1984
9. 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.