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CHINA GLASS HOLDINGS LIMITED

中國玻璃控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 3300)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of China Glass Holdings Limited (the “**Company**”) will be held at Drawing Room, The Residence, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Tuesday, 15 May 2012 at 10:30 a.m. to transact the following businesses:

1. To receive and adopt the audited financial statements and the reports of the directors and the Company’s auditors for the year ended 31 December 2011.
2. To re-elect, each as a separate resolution, the following retiring directors of the Company:
 - (a) To re-elect Mr. Zhang Zhaoheng as an executive director of the Company;
 - (b) To re-elect Mr. Cui Xiangdong as an executive director of the Company;
 - (c) To re-elect Mr. Zhang Baiheng as an independent non-executive director of the Company; and
 - (d) To authorise the board of directors of the Company to fix their remuneration.
3. To approve the re-election of Mr. Ning Min as a non-executive Director commencing from the conclusion of the meeting.
4. To approve the re-election of Mr. Zhao Lihua as an independent non-executive Director commencing from the conclusion of the meeting.
5. To approve the re-election of Ms. Lu Minghong as a non-executive Director commencing from the conclusion of the meeting.
6. To re-appoint KPMG as the Company’s auditors until the conclusion of the next annual general meeting and to authorise the board of directors of the Company to fix their remuneration.

* For identification purposes only

As special business, to consider and, if thought fit, pass with or without modification, the following ordinary resolutions and special resolution:

ORDINARY RESOLUTIONS

7. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with additional shares of HK\$0.05 each in the capital of the Company and to make and/or grant offers, agreements and/or options, including bonds, warrants, debentures, notes and other securities convertible into shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make and/or grant offers, agreements and options, including bonds, warrants, debentures, notes and other securities convertible into shares of the Company, which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of shares of the Company allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to directors and/or employees of the Company and/or any of its subsidiaries of options or rights to subscribe for shares of the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend pursuant to the Bye-laws of the Company from time to time, or (iv) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; and

- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting of the Company.

“Rights Issue” means an offer of shares or issue of options, warrants or other securities which carry a right to subscribe for or purchase shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company and, where appropriate, to holders of other securities of the Company entitled to the offer on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong).”

8. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase or otherwise acquire the issued share in the capital of the Company on the Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares to be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting of the Company.”

9. “**THAT** conditional upon the passing of the ordinary resolution Nos. 7 and 8 set out above, the general mandate granted to the directors of the Company to allot, issue and otherwise deal with additional shares of the Company pursuant to ordinary resolution No. 7 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company repurchased or agreed to be repurchased by the Company under the authority granted pursuant to ordinary resolution No. 8 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

SPECIAL RESOLUTION

10. “**THAT** (i) the share premium account of the Company be reduced by HK\$15,501,470.58 and the credit amount of HK\$15,501,470.58 arising from the reduction be transferred to the contributed surplus account of the Company (the “**Reduction of Share Premium**”); and (ii) subject to the Reduction of Share Premium becoming effective, a distribution of an amount of HK\$15,501,470.58 (representing HK\$0.01 per share) out of the contributed surplus account of the Company be made to the shareholders of the Company whose names appear on the Company’s register of members at the close of business on 21 May 2012.”

By Order of the Board
Zhou Cheng
Chairman

Hong Kong, 13 April 2012

Notes:

1. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney authorised to sign the same.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered to the office of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of any share, any one of such joint holders may vote at the annual general meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
6. Shareholders whose names appear on the register of members of the Company on Tuesday, 15 May 2012 are entitled to attend and vote at the AGM. The register of members of the Company will be closed from Friday, 11 May 2012 to Tuesday, 15 May 2012, both days inclusive, and during such period no share transfer will be registered. In order to qualify for voting at the meeting convened by the above notice, properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 10 May 2012, for registration.
7. An explanatory statement containing further details in respect of ordinary resolution No. 8 is included in the circular of the Company dated 13 April 2012.
8. In order to qualify for the proposed distribution out of the contributed surplus account of the Company, properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 21 May 2012, for registration.
9. As at the date of this notice, the board of directors of the Company comprises Mr. Zhang Zhaoheng, Mr. Li Ping and Mr. Cui Xiangdong as executive directors, Mr. Zhou Cheng, Mr. Zhao John Huan, Mr. Chen Shuai, Mr. Ning Min and Ms. Lu Minghong as non-executive directors and Mr. Sik Siu Kwan, Mr. Zhang Baiheng and Mr. Zhao Lihua as independent non-executive directors.