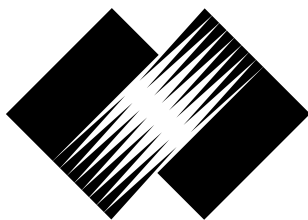


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**洛阳玻璃股份有限公司**

**LUOYANG GLASS COMPANY LIMITED\***

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

(Stock Code: 01108)

## **NOTICE OF ANNUAL GENERAL MEETING 2013**

NOTICE IS HEREBY given that the Annual General Meeting 2013 (the “**AGM**”) 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 9:00 a.m. on 3 June 2014 for the purpose of considering and, if thought fit, passing the following resolutions:

### **ORDINARY RESOLUTIONS:**

1. To consider and approve the working report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year 2013;
2. To consider and approve the working report of the supervisory committee of the Company for the year 2013;
3. To consider and approve the final accounts report of the Company for the year 2013;

4. To consider and approve the Company's annual report 2013 and its summary;
5. To consider and approve the profit distribution plan of the Company for the year 2013;

According to the PRC accounting standards, the net profit attributable to the shareholders of the Company for 2013 was RMB-98.98 million. Adding the accumulated loss of RMB1,276.92 million at the beginning of the year, the accumulated loss was RMB1,375.90 million at the end of the year. As a result, the Company does not recommend profit distribution for 2013 or any transfer of capital reserve to share capital.

6. To consider and approve the financial budget report of the Company for the year 2014;
7. To consider and approve the reappointment of PKF Daxin Certified Public Accountants LLP as the auditor of the Company for the year 2014 and authorization to the Board for determining its remunerations according to the audit workload;
8. To consider and approve the appointment of Mr. Jin Zhanping to be the independent non-executive Director of the seventh Board of the Company for a term from 3 June 2014 to 8 November 2015;
9. To approve and confirm the Assets Leasing Agreement (a copy of which has been produced to the AGM marked "1" and signed by the chairman of the AGM for the purpose of identification), the terms and conditions thereof, its proposed annual caps, the transaction contemplated thereunder and the implementation thereof; and
10. 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 Assets Leasing Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Assets Leasing Agreement that may in their discretion consider to be desirable and in the interest of the Company and all the Directors' acts as aforesaid.

(For details of the above resolutions, please refer to the Company's annual report 2013 and announcements dated 27 March 2014 and 17 April 2014.)

By order of the Board  
**Luoyang Glass Company Limited**  
**Ma Liyun**  
*Chairman*

Luoyang, the PRC  
17 April 2014

*As at the date of this notice, the Board comprises four executive Directors: Mr. Ma Liyun, Mr. Ni Zhisen, Ms. Sun Lei and Mr. Xie Jun; three non-executive Directors: Mr. Zhang Chengong, Mr. Guo Yimin and Mr. Zhang Chong; and three independent non-executive Directors: Mr. Huang Ping, Mr. Dong Jiachun and Mr. Liu Tianni.*

*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 4:00 p.m. on 30 April 2014, are entitled to attend and vote at the AGM. The Register of Members of the Company's H Shares will be closed from 1 May 2014 to 3 June 2014 (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 AGM. Holders of H shares of the Company who wish to attend the AGM 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 30 April 2014.
2. Any shareholder entitled to attend and vote at the AGM may appoint a proxy or proxies (who need not be a shareholder of the Company) to attend and vote at the AGM 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.
3. The principal 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 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 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 AGM or any adjournment thereof.

4. Shareholders who intend to attend the AGM 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 13 May 2014 personally or by mail or fax.
5. Shareholders or their proxies shall produce their proofs of identity when attending the AGM. A proxy who is appointed to attend the AGM shall produce the proxy form at the same time.
6. The AGM is expected to last for one day. Shareholders and proxies attending the AGM should be responsible for their own traveling and accommodation expenses.
7. 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
8. Completion and return of the proxy form will not preclude shareholders of the Company from subsequently attending and voting in person at the AGM or any adjourned meetings should you so wish.