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洛陽玻璃股份有限公司

LUOYANG GLASS COMPANY LIMITED*

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

(Stock Code: 01108)

**ANNOUNCEMENT IN RESPECT OF
THE GRANT OF APPROVAL FOR
THE AGREEMENT TO TRANSFER
THE SHARES IN THE COMPANY
BY THE STATE-OWNED SHAREHOLDER**

Luoyang Glass Company Limited* (the “**Company**”) and all members of the board (the “**Board**”) of directors (the “**Directors**”) of the Company warrant the truthfulness, accuracy and completeness of the contents of this announcement, and accept several and joint responsibilities for any false information, misleading statements or material omissions in this announcement.

Reference is made to the indicative announcement of the Company dated 31 December 2014 in relation to the agreement to transfer the shares in the Company by the controlling shareholder.

The Board hereby announces that on 21 May 2015, the Company was informed by China National Building Material Group Corporation* (中國建築材料集團有限公司) (“**CNBMG**”), the de facto controller of the Company, that CNBMG has received the “Approval on Matters in Relation to the Agreement to Transfer Certain Shares in Luoyang Glass Company Limited* held by China Luoyang Float Glass (Group) Company Limited*” (《關於中國洛陽浮法玻璃集團有限責任公司協議轉讓所持洛陽玻璃股份有限公司部分股份有關問題的批覆》) (Guo Zi Chan Quan [2015] No. 351) (the “**Approval**”) from the State-owned Assets Supervision and Administration Commission (“**SASAC**”) of the State Council of the People’s Republic of China (the “**PRC**”). Details of the Approval are set out below:

1. SASAC approves the transfer of 69,000,000 shares in the Company held by China Luoyang Float Glass (Group) Company Limited* (中國洛陽浮法玻璃集團有限責任公司) (“**CLFG**”) to Bengbu Glass Industry Design and Research Institute* (蚌埠玻璃工業設計研究院) (“**Bengbu Institute**”)^(Note).
2. Upon completion of this share transfer, the total issued share capital of the Company remains unchanged, and CLFG and Bengbu Institute holds 90,018,242 and 69,000,000 shares in the Company respectively, representing approximately 18.00% and 13.80% of the total issued share capital of the Company respectively.
3. SASAC requests CNBMG to instruct the state-owned shareholder to comply with the relevant rules and regulations regarding management of state-owned shares in listed companies and protect state-owned rights, in order to promote the healthy development of the Company.
4. SASAC requests CNBMG to fill in and report the relevant situation to the information system on management of state-owned shares in listed companies of SASAC within 10 working days upon completion of this share transfer.
5. The Approval is effective for 12 months from the date of issue.

Note: Bengbu Institute directly holds 19.00% equity interest in CLFG and is an indirect wholly-owned subsidiary of CNBMG. CNBMG, through another wholly-owned subsidiary of it, indirectly holds approximately 51.70% equity interest in CLFG.

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

Luoyang, the PRC
22 May 2015

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

* *for identification purposes only*