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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)

**DELAY IN DESPATCH OF THE CIRCULAR IN RELATION TO
(1) VERY SUBSTANTIAL ACQUISITIONS
AND CONNECTED TRANSACTIONS;
(2) PROPOSED ISSUANCE AND PLACING OF A SHARES;
AND
(3) APPLICATION FOR WHITEWASH WAIVER**

Financial adviser to the Company

VEDA | CAPITAL
智 略 資 本

Reference is made to the announcement of the Company dated 7 February 2017 in respect of the (i) Proposed Acquisitions; (ii) Proposed A Share Placing; and (iii) application for the Whitewash Waiver (the “**Announcement**”). Unless otherwise specified herein, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

As stated in the Announcement, a circular (the “**Circular**”) containing, among other things, (i) details of the Reorganisation, the Proposed Acquisitions Agreements and the transactions contemplated thereunder, the Specific Mandates, the Whitewash Waiver, the Proposed A Share Placing and the Triumph Group A Share Placing; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders on the Proposed Acquisitions Agreements and the transactions contemplated thereunder, the Specific Mandates, the Whitewash Waiver, the Proposed A Share Placing and the Triumph Group A Share Placing; and (iii) a letter of advice from the independent financial adviser of the Company to the Independent Board Committee and the Independent Shareholders on the Proposed Acquisitions Agreements and the transactions contemplated thereunder, the Specific Mandates, the Whitewash Waiver, the Proposed A Share Placing and the Triumph Group A Share Placing, is required to be despatched to the Shareholders within 15 business days from the date of the Announcement pursuant to Rule 14A.68 of the Listing Rules or 21 days from the date of the Announcement pursuant to Rule 8.2 of the Takeovers Code, whichever is the earlier, being no later than 28 February 2017.

As (i) additional time is required for preparation of financial and other information (including finalising the valuation report(s) and auditors’ report(s) of the Target Companies) in relation to the Reorganisation; (ii) the filing or approval of the results of such valuation report(s) is required from the SASAC Authorised Office(s); and (iii) the Reorganisation proposal requires approval from the SSE, it is expected that the despatch date of the Circular will be postponed to a date falling on or before 30 June 2017.

The Company has applied to the Executive for a waiver from strict compliance with Rule 8.2 of the Takeovers Code by extending the despatch date of the Circular to no later than 30 June 2017 and the Executive has indicated that it is minded to grant consent to such waiver application.

Completion of the Proposed Acquisitions, the issue of the Consideration Shares and the Proposed A Share Placing is subject to the satisfaction of the conditions precedent of the Proposed Acquisitions Agreements and therefore, may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By order of the Board
Luoyang Glass Company Limited*
Zhang Chong
Chairman

Luoyang, the PRC
28 February 2017

As at the date of this announcement, the Board comprises four executive Directors: Mr. Zhang Chong, Mr. Ni Zhisen, Mr. Wang Guoqiang and Mr. Ma Yan; three non-executive Directors: Mr. Zhang Chengong, Mr. Xie Jun and Mr. Tang Liwei; and four independent non-executive Directors: Mr. Jin Zhanping, Mr. Liu Tianni, Mr. Ye Shuhua and Mr. He Baofeng.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

** For identification purposes only*