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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)

**COMPLETION OF THE VERY SUBSTANTIAL ACQUISITIONS
AND CONNECTED TRANSACTIONS**

Financial adviser to the Company

VEDA | CAPITAL
智 略 资 本

Reference is made to (i) the circular of the Company dated 11 October 2017 in relation to, among other things, its (a) very substantial acquisitions and connected transactions; (b) proposed A share placing; and (c) application for whitewash waiver (the “**Circular**”); (ii) the announcement of the Company dated 27 October 2017, in relation to, among others, the poll results of the EGM and the Shareholders’ Class Meetings (the “**Poll Results Announcement**”); (iii) the announcements of the Company dated 25 January 2018, 1 February 2018, 19 March 2018 and 19 March 2018 (the “**Announcements**”) in relation to, among other things, the vetting and approval by the Merger and Reorganisation Committee of the CSRC; and (iv) the transfer completion announcement of the Company dated 13 April 2018 (“**Transfer Completion Announcement**”). Unless otherwise specified, capitalised terms used herein shall have the same meaning as those defined in the Circular, the Announcements and the Transfer Completion Announcement.

COMPLETION OF THE PROPOSED ACQUISITIONS

As set out in the Transfer Completion Announcement, completion of the transfer of business registration of each of the 100% equity interest in Hefei New Energy and Tongcheng New Energy took place on 23 March 2018 and 27 March 2018 respectively and 70.99% equity interest in Yixing New Energy took place on 13 April 2018.

On 19 April 2018, the Board is pleased to announce that the Company has received a registration confirmation with respect to the change of securities from the Shanghai Branch of China Securities Depository and Clearing Corporation Limited confirming that the share registration procedure regarding the Consideration Shares issued under the Proposed Acquisitions have been completed on 18 April 2018. The Consideration Shares issued may be traded on The Shanghai Stock Exchange on the next trading day upon the expiry of the lock-up period (the expected listing time shall be postponed to the next trading day if it shall fall on a statutory holiday or non-working day). The lock-up period commences after the completion of the issuance of the Consideration Shares on 18 April 2018.

Upon the completion of the Proposed Acquisitions, each of Hefei New Energy and Tongcheng New Energy has become a wholly-owned subsidiary of the Company and Yixing New Energy has become a controlled subsidiary of the Company.

Pursuant to the Proposed Acquisitions, an aggregate of 33,030,516 Consideration Shares credited as fully paid at the issue price of RMB23.45 per A Share were issued to the respective Vendors under the First SP Agreement, the Second SP Agreement and the Third SP Agreement, details of which are shown below:

Name of the Vendors	Number of Consideration Shares issued	Lock- up period (month)
The First SP Agreement		
CLFG	10,097,588 A Shares	36
Hefei High-Tech	3,029,276 A Shares	12
Total	<u>13,126,864 A Shares</u>	
The Second SP Agreement		
Huaguang Group	6,377,490 A Shares	36
Bengbu Institute	2,365,976 A Shares	36
International Engineering	708,610 A Shares	36
Total	<u>9,452,076 A Shares</u>	
The Third SP Agreement		
Triumph Group	7,508,991 A Shares	36
Yixing Environmental Technology	1,877,247 A Shares	36
GCL System Integration	1,065,338 A Shares	36
Total	<u>10,451,576 A Shares</u>	

Upon the completion of the Proposed Acquisitions, the registered capital of the Company has been increased to RMB559,797,391, and the total number of shares of the Company has been increased to 559,797,391 shares, which was divided into 309,797,391 A Shares and 250,000,000 H Shares.

CHANGE IN SHAREHOLDING STRUCTURE OF THE COMPANY

Details of the shareholding structure of the Company immediately before and after the completion of the Proposed Acquisitions are set out below:

Shareholders	Immediately before completion of the Proposed Acquisitions		Immediately upon completion of the Proposed Acquisitions	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
A Shares				
CNBMG and parties acting in concert				
CLFG	105,018,242	19.94	115,115,830	20.56
Bengbu Institute	69,000,000	13.10	71,365,976	12.75
Huaguang Group	–	–	6,377,490	1.14
International Engineering	–	–	708,610	0.13
Triumph Group	–	–	7,508,991	1.34
Sub-total of CNBMG and parties acting in concert	<u>174,018,242</u>	<u>33.04</u>	<u>201,076,897</u>	<u>35.92</u>
Yixing Environmental Technology	–	–	1,877,247	0.34
GCL System Integration	–	–	1,065,338	0.19
Hefei High-Tech	–	–	3,029,276	0.54
Other A Shareholders	102,748,633	19.51	102,748,633	18.35
Sub-total of the number of A Shares	<u>276,766,875</u>	<u>52.54</u>	<u>309,797,391</u>	<u>55.34</u>
H Shares				
HKSCC (Nominees) Limited (Note)	248,600,699	47.19	248,600,699	44.41
Other Public H Shareholders	1,399,301	0.27	1,399,301	0.25
Sub-total of the number of H Shares	<u>250,000,000</u>	<u>47.46</u>	<u>250,000,000</u>	<u>44.66</u>
Total	<u>526,766,875</u>	<u>100.00</u>	<u>559,797,391</u>	<u>100</u>

Notes:

- (1) To the best knowledge of the Company, HKSCC (Nominees) Limited holds the H Shares as the nominee of public H Shareholders.
- (2) As at the date of this announcement, none of the Directors is interested in any Shares.

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

Luoyang, the PRC
19 April 2018

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; one nonexecutive Director: Mr. Xie Jun; 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 statements in this announcement misleading.

* *For identification purposes only*