



# 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: 1108)

- (1) Announcement of Resolutions Passed at the Board Meeting**
- (2) Resignation and Appointment of Company Secretary and Qualified Accountant**
- (3) Resignation and Appointment of Compliance Adviser**
- (4) Change of Auditor**

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

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

The 23rd meeting of the 5th Board of the Company was held at the conference room of the Company on 1st Floor, No.9 Tang Gong Zhong Lu, Xigong District, Luoyang, Henan Province, the People's Republic of China (the “PRC”) at 10:00 a.m. on 6 August 2008. Eleven out of the eleven eligible Directors attended the meeting. The meeting was held in compliance with the Company Law of the PRC and the Articles of Association of the Company. The meeting was presided over by Mr. Gao Tianbao, the Chairman of the Company. The following resolutions were considered and approved unanimously by Directors attending the meeting:

1. The proposal for adjustments to the Company's organization structure was approved.

2. Mr. Ip Pui-Sum was appointed as the Company Secretary of the Company with effect from 6 August 2008, for a term of office the same as that of the Directors of the current Board. Besides, Mr. Wong Yiu Hung resigned as the Company Secretary of the Company with effect from 6 August 2008.

**Biography of Mr. Ip Pui-Sum:**

**Mr. Ip Pui-Sum**, aged 49, graduated from Hong Kong Polytechnic with a Higher Diploma in Accountancy in 1982. He is a fellow member of the Association of Chartered Certified Accountants (United Kingdom) and an associate of the Hong Kong Institute of Certified Public Accountants, the Society of Chinese Accountants & Auditors, the Chartered Institute of Management Accountants, the Institute of Chartered Secretaries and Administrators and the ordinary member of Hong Kong Institute of Chartered Secretaries. He also obtained a Master Degree in Business Administration in 1996. Mr. Ip has over 20 years of experience in public accounting and company secretarial practices. He is also a certified public accountant (practising) in Hong Kong.

3. Ms. To Wai Kum was appointed as the Hong Kong Qualified Accountant of the Company with effect from 6 August 2008, for a term of office the same as that of the Directors of the current Board. Besides, Mr. Wong Yiu Hung resigned as the Qualified Accountant of the Company with effect from 6 August 2008.

**Biography of Ms. To Wai Kum:**

**Ms. To Wai Kum**, aged 45, is a full time qualified accountant. She is a fellow member of the Hong Kong Institute of Certified Public Accountants and an associate of the Institute of Chartered Accountants in England and Wales. She was employed as an officer in charge for the accounting department of a multinational enterprise, and was engaged in audit and due diligence activities in a certified public accountants firm in Hong Kong.

4. Due to change in personnel of South China Capital Limited (“SCCL”), SCCL was terminated as the Compliance Advisor of the Company with effect from 6 August 2008. Besides, Anglo Chinese Corporate Finance, Limited was appointed as the Compliance Advisor of the Company for a term of two years with effect from 6 August 2008.

The Board confirms that there is no matter which needs to be brought to the attention of the shareholders of the Company in respect of the change of Compliance Advisor.

5. Due to the changes of Company Secretary, Qualified Accountant and Compliance Advisor of the Company, the members of the Independent Compliance Committee under the Board were changed as follows:

Mr. Xi Shengyang (Independent non-executive Director of the Company), Mr. Yang Weiping (Non-executive Director of the Company), Mr. Lo Wai Keung, Eric (Legal Adviser Representative in Hong Kong), Mr. Ip Pui-Sum (Company Secretary) and Ms. To Wai Kum (Qualified Accountant) are members of the Independent Compliance Committee with Mr. Xi Shengyang being the Chairman.

6. PKF Certified Public Accountants and Daxin Certified Public Accountants were appointed as the international and domestic auditors of the Company for the year 2008 respectively.

China National Building Material Group Corporation was the ultimate parent company of the Company. In accordance with the “Notice of Financial Audit Inspection for the Year 2008 for China National Building Material Group Corporation” issued by the State-owned Assets Supervision and Administration Commission of the State Council of the PRC, the Company is required to appoint PKF Certified Public Accountants as an international auditor for auditing the Company’s international financial statements for the year 2008 and Daxin Certified Public Accountants as a domestic auditor for auditing the Company’s domestic financial statements for the year 2008.

Accordingly, resolutions will be proposed at the Extraordinary General Meeting (the “EGM”) to be held by the Company, among other things, that (i) PKF Certified Public Accountants be appointed as an international auditor of the Company for the year 2008; and (ii) Daxin Certified Public Accountants be appointed as a domestic auditor of the Company for the year 2008, to hold offices until the conclusion of the next annual general meeting of the Company. The appointment of the new auditors will be subject to and upon the approval of the shareholders of the Company at the EGM.

Both Ting Ho Kwan & Chan (international auditor) and Guangdong Hengxin Delu Certified Public Accountants Co., Ltd. (domestic auditor), auditors of the Company for the year 2007, have confirmed that there are no circumstances in relation to their removal which need to be brought to the attention of the shareholders or creditors of the Company.

The Board also confirms that there are no circumstances in respect of the change of auditors which need to be brought to the attention of the shareholders of the Company and that there is no disagreement between the Board and each of Ting Ho Kwan & Chan and Guangdong Hengxin Delu Certified Public Accountants Co., Ltd. on anything or unresolved issue regarding their removal.

A notice of the EGM and the proxy form will be despatched to the shareholders of the Company as soon as practicable. Further announcement will be made after the appointments of the new auditors of the Company have been approved by the shareholders at the EGM.

By order of the Board  
**Gao Tianbao**  
*Chairman*

Luoyang, the PRC  
6 August 2008

*As at the date of this announcement, the Board of the Company comprises five executive Directors: Mr. Gao Tianbao, Mr. Xie Jun, Mr. Cao Mingchun, Mr. Song Jianming and Ms. Song Fei, two non-executive Directors: Mr. Yang Weiping and Mr. Shen Anqin, and four independent non-executive Directors: Mr. Zhang Zhanying, Mr. Guo Aimin, Mr. Xi Shengyang and Mr. Ge Tieming.*