

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

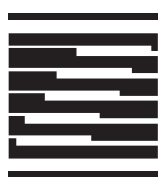
---

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, stockbroker, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Zhejiang Glass Company, Limited**, you should at once hand this circular and the accompanying form of proxy and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



浙江玻璃股份有限公司

ZHEJIANG GLASS COMPANY, LIMITED

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

**(Stock Code: 739)**

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RESIGNATION AND PROPOSED  
APPOINTMENT OF DIRECTORS;  
AND  
(3) NOTICE OF AGM AND CLASS MEETINGS**

---

A letter from the Board is set out on pages 4 to 12 of this circular.

Notices convening (i) the AGM to be held at 10:00 a.m.; (ii) the H Shareholders Class Meeting to be held at 10:30 a.m. (or immediately after the conclusion or adjournment of the AGM); and (iii) the Domestic Shareholders Class Meeting to be held at 11:00 a.m. (or immediately after the conclusion or adjournment of the H Shareholders Class Meeting) all on Tuesday, 30 June 2009 at the Conference Room, Zhejiang Glass Company, Limited, Yangxunqiao Township, Shaoxing County, Zhejiang Province, the PRC are set out on pages 18 to 29 of this circular. Whether or not you intend to attend the said meetings, you are requested to complete and return the enclosed forms of proxy in accordance with the instructions printed thereon. If you intend to attend the said meeting(s), you are requested to complete and return the enclosed notice(s) of attendance and return the same, (i) for holders of H Shares, to Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong; or (ii) for holders of Domestic Shares, the Company's registered address, on or before Wednesday, 10 June 2009. For holders of H Shares, the proxy form(s) should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the proxy form(s) should be returned to the Company's registered address not less than 24 hours before the time appointed for the meetings or any adjourned meetings thereof.

Completion and return of the form(s) of proxy will not preclude you from attending and voting at the meetings or at any adjourned meetings should you so wish.

15 May 2009

---

## CONTENTS

---

|   | <i>Page</i> |
|---|-------------|
| <b>DEFINITIONS</b> .....  | 1           |
| <b>LETTER FROM THE BOARD</b> .....                                      | 4           |
| <b>APPENDIX – EXPLANATORY STATEMENT<br/>ON REPURCHASE MANDATE</b> ..... | 13          |
| <b>NOTICE OF AGM</b>  |             |
| <b>NOTICE OF H SHAREHOLDERS CLASS MEETING</b>                           |             |
| <b>NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING</b> .....              | 18          |

---

## DEFINITIONS

---

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

|                                       |  |
|---------------------------------------|--|
| “AGM”                                 | the annual general meeting of the Company to be held at the Conference Room, Zhejiang Glass Company, Limited, Yangxunqiao Township, Shaoxing County, Zhejiang Province, the PRC on Tuesday, 30 June 2009 at 10:00 a.m., the notice of which is set out on pages 18 to 29 of this circular, or any adjournment thereof; |
| “Articles of Association”             | the articles of association of the Company;  |
| “associate(s)”                        | have the same meaning ascribed to it under Chapters 1 and 19A of the Listing Rules;  |
| “Board”                               | the board of Directors;  |
| “Class Meetings”                      | the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting;  |
| “Company”                             | Zhejiang Glass Company, Limited (浙江玻璃股份有限公司), a joint stock limited company incorporated in the PRC, whose H Shares are listed on the Stock Exchange;  |
| “Company Law”                         | the Company Law of the PRC (《中華人民共和國公司法》) as amended, supplemented or otherwise modified from time to time;  |
| “connected person(s)”                 | has the meaning ascribed to it under the Listing Rules;  |
| “Director(s)”                         | the director(s) of the Company;  |
| “Domestic Share(s)”                   | domestic shares having a nominal value of RMB1 each in the capital of the Company;   |
| “Domestic Shareholder(s)”             | holder(s) of Domestic Shares;  |
| “Domestic Shareholders Class Meeting” | the class meeting for Domestic Shareholders to be held immediately after the conclusion or adjournment of the H Shareholders Class Meeting on 30 June 2009;  |

---

## DEFINITIONS

---

|                                |  |
|--------------------------------|--|
| “H Share(s)”                   | overseas listed foreign shares of RMB1 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars;  |
| “H Shareholder(s)”             | holder(s) of H Shares;   |
| “H Shareholders Class Meeting” | the class meeting for H Shareholders to be held immediately after the conclusion or adjournment of the AGM on 30 June 2009;  |
| “Hong Kong”                    | the Hong Kong Special Administrative Region of the PRC;  |
| “Issue Mandate”                | a general and unconditional mandate proposed to be granted to the Board for the Directors to exercise the power of the Company to allot, issue and deal with, and to make or grant offers, agreements and options in respect thereof, new Shares which shall not exceed 20% of each of the Domestic Shares and H Shares in issue as at the date of passing the relevant resolution at the AGM;                   |
| “Latest Practicable Date”      | 12 May 2009, being the latest practicable date of ascertaining certain information contained in this circular;   |
| “Listing Rules”                | the Rules Governing the Listing of Securities on the Stock Exchange;   |
| “Mandatory Provisions”         | the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas (《到境外上市公司章程必備條款》);   |
| “PRC”                          | the People’s Republic of China and, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan;   |
| “Repurchase Mandate”           | subject to the conditions set out in the proposed resolutions approving the repurchase mandate at the AGM and the Class Meetings, the general mandate to the Board to exercise the power of the Company to repurchase H Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of the said resolutions; |

---

## DEFINITIONS

---

|                  |   |
|------------------|---|
| “SAFE”           | State Administration of Foreign Exchange of the PRC ( 中華人民共和國國家外匯管理局) ;                               |
| “SASAC”          | State-owned Assets Supervision and Administration Commission of the State Council ( 國務院國有資產監督管理委員會) ; |
| “SFO”            | Securities and Futures Ordinance (Chapter 571, laws of Hong Kong);                                    |
| “Shares”         | Domestic Shares and H Shares;   |
| “Shareholder(s)” | holders of the Shares;  |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited;  |
| “Takeovers Code” | The Code on Takeovers and Mergers and Share Repurchases;  |
| “HK\$”           | Hong Kong dollars, the lawful currency of Hong Kong;  |
| “RMB”            | Renminbi, the lawful currency of the PRC; and   |
| “%”              | per cent.   |

---

## LETTER FROM THE BOARD

---



浙 江 玻 璃 股 份 有 限 公 司

ZHEJIANG GLASS COMPANY, LIMITED

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

**(Stock Code: 739)**

*Executive Directors:*

Mr Feng Guangcheng  
Ms Hong Yumei  
Mr Gao Huojin  
Mr Shen Guangjun  
Mr Jiang Liqiang

*Non-executive Directors:*

Mr Liu Jianguo  
Mr Xie Yong

*Independent non-executive Directors:*

Mr Wang Yanmou  
Dr Li Jun  
Mr Su Gongmei  
Mr Zhou Guochun

*Registered office:*

Yangxunqiao Township  
Shaoxing County  
Zhejiang Province  
The PRC

*Principal place of business*

*in Hong Kong:*

1301, Ruttonjee House,  
Ruttonjee Centre  
11 Duddell Street, Central,  
Hong Kong

15 May 2009

*To the Shareholders*

Dear Sir or Madam

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RESIGNATION AND PROPOSED  
APPOINTMENT OF DIRECTORS;  
AND  
(3) NOTICE OF AGM AND CLASS MEETINGS**

**INTRODUCTION**

The Board proposes, among others, that the Issue Mandate and the Repurchase Mandate to be granted to the Board at the AGM. The purpose of this circular is to provide you with, among other things, details of (i) the proposed grant of the Issue Mandate; (ii) the proposed grant of the Repurchase Mandate; (iii) the proposed resignation and proposed appointment of the Directors; and (iv) notices of the AGM and the Class Meetings.

---

## LETTER FROM THE BOARD

---

### PROPOSED GRANT OF THE ISSUE MANDATE

According to Article 56 of the Articles, Shareholders can, in general meetings of the Company, authorise the Board to carry out the authorised matters. At the AGM, a special resolution will be proposed that the Board be granted the Issue Mandate to exercise the power of the Company to authorise, allot, issue or otherwise deal with, and to make or grant offers, agreements and options in respect thereof, Shares up to a maximum of 20% of each of the Domestic Shares and H Shares in issue as at the date of passing the relevant resolution at the AGM. As at the Latest Practicable Date, 784,999,000 Shares, comprising 400,000,000 Domestic Shares and 384,999,000 H Shares were in issue. Subject to the passing of the proposed resolution approving the grant of the Issue Mandate to the Board and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Board will be allowed under the Issue Mandate to issue a maximum of 80,000,000 Domestic Shares and 76,999,800 H Shares respectively. The Directors believe that it is in the best interests of the Company and the Shareholders to grant the Issue Mandate to the Board to issue new Shares. Whilst it is not possible to anticipate in advance any specific circumstances in which the Directors might think it appropriate to issue Shares, the ability to do so would give them the flexibility to capture the opportunity if it so arises.

The Issue Mandate would expire on the earlier of (a) twelve months from the date of passing of the resolution, (b) the conclusion of the next annual general meeting of the Company; or (c) the date on which such authority is revoked or varied by a special resolution of the Shareholders in any general meeting.

### PROPOSED GRANT OF THE REPURCHASE MANDATE

#### Legal and regulatory requirements

The Company Law, Mandatory Provisions and the Articles of Association provide for certain restrictions on the repurchase of Shares which are applicable to all classes of Shares.

The Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of reducing its share capital or in connection with a merger between itself and another entity that holds its shares, or granting incentive shares to its staff and workers, or the shareholders' requesting the company to purchase its own shares where the shareholders oppose the decision on merger or division of the company made at a general meeting of shareholders. The Mandatory Provisions, which the Company has incorporated in the Articles of Associations, provide that subject to obtaining the approval of the relevant PRC regulatory authorities and in compliance with the Articles of Association, the Company may repurchase its issued Shares for the purpose of reducing its share capital, or in connection with a merger between itself and another entity that holds its Shares, or in other circumstances permitted by laws or administrative regulations.

---

## LETTER FROM THE BOARD

---

Rule 10.06(1)(a) and Rule 19A.25 of the Listing Rules permit the shareholders of a PRC joint stock limited company to grant a general mandate to its directors to repurchase shares of such company that is listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by its shareholders in general meeting and by way of special resolutions passed by holders of domestic shares and holders of overseas listed foreign shares at separate class meetings.

The repurchase of H Shares by the Company is subject to the approvals of various PRC governmental authorities, which include SASAC, SAFE and/or (if appropriate) any other regulatory authorities as required by the laws, standards and system of the PRC. The approval of SAFE is required as H Shares are traded on the Stock Exchange in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares will, therefore, be paid in Hong Kong dollars. The Company has also been advised by its PRC legal advisers that the passing of a special resolution to approve the grant to the Directors of the Repurchase Mandate would, irrespective of whether such mandate is actually exercised by the Directors, constitute a reduction in the registered capital of the Company.

In accordance with the requirements of the Articles of Association applicable to capital reduction (as incorporated from the Mandatory Provisions) and the Company Law, the shares repurchased by the Company will have to be cancelled and the registered capital of the Company will therefore be reduced by an amount equivalent to the aggregate nominal value of the shares so cancelled. In the event of a reduction of registered capital, the Company will have to notify its creditors of the passing of the resolution for the reduction of the registered capital of the Company. According to article 28 of the Articles of Association, such notification is to be given to the Company's creditors within ten days after the passing of such resolution and also by way of publication on three occasions of a press announcement in the PRC within 30 days after the passing of such special resolution. Creditors of the Company then have a period of up to 30 days after the Company's notification or if no such notification has been received, up to 90 days after the first publication of the aforesaid press announcement to require the Company to repay amounts due to them or to provide guarantees in respect of such amounts. Penalty will be imposed on the Company for any failure to notify the creditors. The statutory notification requirement allows the creditors an opportunity for the recovery and/or security of the debt where the Company's registered capital is to be reduced. Further, the registered capital of the Company shall not be reduced to an amount lower than the statutory minimum amount.



---

## LETTER FROM THE BOARD

---

The Company has been advised by its PRC legal advisers that subject to the granting of the Repurchase Mandate to the Directors and the obtaining of the above mentioned approvals by the relevant PRC regulatory authorities by the Company, the Company will only be required to give such notification to its creditors in the event that the Directors shall decide to exercise their powers under the Repurchase Mandate and the registered capital of the Company shall be reduced thereby.

In light of the above and provided that other conditions precedent are fulfilled, the Directors will exercise the power to repurchase H Shares after the notification duty is discharged and the possible disputes over debts can be reduced thereby and in compliance with the relevant requirements under the Listing Rules.

### **Reasons and conditions for the Repurchase Mandate**

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares (including where such repurchase may lead to an enhancement of the net asset value per Share and/or the earnings per Share), approval is proposed to be sought from the Shareholders for the grant of the Repurchase Mandate to the Board. In accordance with the legal and regulatory requirements described above, the AGM and the Class Meetings are proposed to be convened and, at each of such meeting, a special resolution will be proposed to grant to the Board the Repurchase Mandate, i.e. a conditional general mandate to repurchase H Shares in issue on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of such special resolution. As at the Latest Practicable Date, the Company has a total of 384,999,000 H Shares in issue. Assuming that the H Shares of the Company remains unchanged up to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 38,499,900 Shares.

The Repurchase Mandate will be conditional upon (a) the special resolution for approving the grant of the Repurchase Mandate being passed at each of the AGM and the Class Meetings; (b) the approvals of SASAC and SAFE (or their respective successor authorities) and/or (if appropriate) any other regulatory authorities as required by the laws, standards and system of the PRC being obtained; and (c) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure under article 28 of the Articles of Association. If the Company determines to repay any amount to any of its creditors in circumstances described under condition (c) above, it currently expects to do so out of its internal resources. If the above conditions are not fulfilled, the Repurchase Mandate will not be exercisable by the Directors.

---

## LETTER FROM THE BOARD

---

The Repurchase Mandate would expire on the earlier of (a) the conclusion of the next annual general meeting of the Company; or (b) the date on which the authority conferred by the special resolutions is revoked or varied by a special resolution of the Shareholders in a general meeting or by a special resolution of H Shareholders or Domestic Shareholders at their respective class meetings.

### **Listing Rules requirements**

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at each of the AGM and the Class Meetings. An explanatory statement for such purpose is set out in the Appendix to this circular.

### **PROPOSED RESIGNATION AND PROPOSED APPOINTMENT OF THE DIRECTORS**

It is proposed that (1) Mr Gao Huojin (if approved by the Shareholders at the AGM) will resign from the office of an executive Director with effect from the conclusion of the AGM; (2) Mr Xie Yong (if approved by the Shareholders at the AGM) will resign from the office of a non-executive Director with effect from the conclusion of the AGM; (3) Mr Zhang Shutao (if approved by the Shareholders at the AGM) will be appointed as an executive Director with effect from the conclusion of the AGM; and (4) Ms Chen Rong (if approved by the Shareholders at the AGM) will be appointed as a non-executive Director with effect from the conclusion of the AGM.

The resignation of Mr Gao Huojin and Mr Xie Yong are due to their other work arrangement which is not related to the Group.

Each of Mr Gao Huojin and Mr Xie Yong has confirmed that he has no disagreement with the Board and there is no matters relating to his resignation that need to be brought to the attention of the holders of securities of the Company. The Board would like to take this opportunity to express its gratitude to Mr Gao Huojin and Mr Xie Yong for their valuable contribution to the Company during their term of office.

The proposed appointment of Mr Zhang Shutao as executive Director, and the proposed appointment of Ms Chen Rong as non-executive Director, will be considered at the AGM.

---

## LETTER FROM THE BOARD

---

Set out below are the biographical details of each of Mr Zhang Shutao and Ms Chen Rong.

**Mr Zhang Shutao**, aged 36, graduated from Zhejiang Institute of Finance in 1995 with an associate degree. He joined the Company in 1994 and held previous positions like workshop technician, workshop supervisor, assistant manager of production department and assistant to general manager. Currently, Mr Zhang is the general manager of Zhejiang Engineering Glass Company Limited, a subsidiary of the Company, responsible for managing daily operations.

Save as disclosed above, as at the Latest Practicable Date, Mr Zhang Shutao did not have any relationship with any Director, supervisor, chief executive, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, Mr Zhang Shutao did not hold any other major appointments or professional qualifications as at the Latest Practicable Date, and did not hold any position or directorship in any other listed public companies during the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr Zhang Shutao was not interested in any shares of the Company within the meaning of Part XV of the SFO.

A service contract will be entered into between the Company and Mr Zhang Shutao in respect of his appointment (if approved at the AGM) as an executive Director. Mr Zhang Shutao shall hold office as an executive Director for a term commencing on the conclusion of the AGM to the date of the annual general meeting of the Company to be held in the year 2010. The annual remuneration of Mr Zhang Shutao will be determined by the Company with reference to the prevailing market price and the working experience of Mr Zhang Shutao. As at the Latest Practicable Date, the amount of annual remuneration of Mr Zhang Shutao has not been determined. The Company will publish further announcement in this regard when the annual remuneration of Mr Zhang Shutao is fixed.

Save as disclosed above, there is no other matter relating to the appointment of Mr Zhang Shutao that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed under Rule 13.51(2)(h)-(v) of the Listing Rules.

---

## LETTER FROM THE BOARD

---

**Ms Chen Rong**, aged 30, graduated from Hubei University with the major of Administrative Management. She was elected as the deputy to 13th People's Congress of Shaoxing County in 2006. She once worked as the financing manager of finance department of Zhejiang Wanma Group Company Limited. She joined Guangyu Group Company Limited, a company in which 96% of its interests is owned by Mr Feng Guangcheng, in 2004 and once worked as the Deputy Director of Beijing Office of Guangyu Group Company Limited and is currently the Deputy Director of General Department of that company.

Save as disclosed above, as at the Latest Practicable Date, Ms Chen Rong did not have any relationship with any Director, supervisor, chief executive, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, Ms Chen Rong did not hold any other major appointments or professional qualifications as at the Latest Practicable Date, and did not hold any position or directorship in any other listed public companies during the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Ms Chen Rong was not interested in any shares of the Company within the meaning of Part XV of the SFO.

An appointment letter will be entered into between the Company and Ms Chen Rong in respect of her appointment (if approved at the AGM) as a non-executive Director. Ms Chen Rong shall hold office as a non-executive Director for a term commencing on the conclusion of the AGM to the date of the annual general meeting of the Company to be held in the year 2010. The annual remuneration of Ms Chen Rong will be determined by the Company with reference to the prevailing market price and the working experience of Ms Chen Rong. As at the Latest Practicable Date, the amount of annual remuneration of Ms Chen Rong has not been determined. The Company will publish further announcement in this regard when the annual remuneration of Ms Chen Rong is fixed.

Save as disclosed above, there is no other matter relating to the appointment of Ms Chen Rong that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed under Rule 13.51(2)(h)-(v) of the Listing Rules.

---

## LETTER FROM THE BOARD

---

### AGM AND CLASS MEETINGS

The AGM will be held at the Conference Room, Zhejiang Glass Company, Limited, Yangxunqiao Township, Shaoxing County, Zhejiang Province, the PRC at 10:00 a.m. on Tuesday, 30 June 2009 to consider and, if thought fit, approve, among other matters, the proposed resignation and appointment of Directors, the grant of the Issue Mandate and the Repurchase Mandate. The H Shareholders Class Meeting will be held immediately after the conclusion of the AGM and the Domestic Shareholders Class Meeting will be held immediately after the conclusion of the H Shareholders Class Meeting, to consider and, if thought fit, approve the grant of the Repurchase Mandate. Notices of the AGM and the Class Meetings are set out on pages 18 to 29 of this circular.

Forms of proxy for use at the AGM and the Class Meetings are enclosed with this circular. Whether or not you intend to attend the said meetings, you are requested to complete and return the enclosed forms of proxy in accordance with the instructions printed thereon. If you intend to attend the said meeting(s), you are requested to complete and return the enclosed notice(s) of attendance and return the same, (i) for holders of H Shares, to Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong; or (ii) for holders of Domestic Shares, the Company's registered address, on or before Wednesday, 10 June 2009. For holders of H Shares, the proxy form(s) should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the proxy form(s) should be returned to the Company's registered address not less than 24 hours before the time appointed for the meetings or any adjourned meetings thereof.

### VOTING AT THE AGM AND THE CLASS MEETINGS

Pursuant to Rule 13.39 of the Listing Rules, all vote of the Shareholders at the AGM and the Class Meetings must be taken by poll.

### CLOSURE OF THE REGISTER OF MEMBERS OF THE COMPANY

The register of members of the Company will be closed from 1 June 2009 to 30 June 2009 (both days inclusive). Holders of the H shares and domestic shares whose names appear on the register of members of the Company at the close of business on 29 May 2009 are entitled to attend the AGM and the Class Meetings.

---

## LETTER FROM THE BOARD

---

### RECOMMENDATIONS

The Board considers that the ordinary resolutions to approve the resignation and appointment of the Directors and the special resolutions to approve the grant of the Issue Mandate and the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM and the Class Meetings.

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such repurchases of H Shares will benefit the Company and the Shareholders.

Accordingly, the Directors recommend that all Shareholders should vote in favour of the special resolutions approving the grant of the Repurchase Mandate and the Extension Mandate at the AGM and/or the Class Meetings.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular.

Yours faithfully,  
For and on behalf of the Board  
**Zhejiang Glass Company, Limited**  
**Feng Guangcheng**  
*Chairman*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with requisite information as to the Repurchase Mandate.*

### **LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit a PRC issuer listed on the Stock Exchange to repurchase its shares of all classes listed on the Stock Exchange, subject to certain restrictions. Among such restrictions applicable to a PRC issuer, the Listing Rules provide that the shares of such PRC issuer must be fully paid up and all repurchases of shares by such PRC issuer must be approved in advance by a special resolution of shareholders in a general meeting and of holders of domestic shares and holders of overseas listed foreign shares at separate meetings conducted in accordance with such PRC issuer's articles of association for approving share repurchases, either by way of a general mandate or by specific approval of a particular transaction.

### **REASONS FOR THE REPURCHASE MANDATE**

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to and in the best interest of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value and/or earnings per Share. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders. The Directors have no present intention to exercise the Repurchase Mandate (if approved to be granted at the AGM and the Class Meetings).

### **REGISTERED CAPITAL**

At as the Latest Practicable Date, the registered capital of the Company was RMB784,999,000 comprising 400,000,000 Domestic Shares and 384,999,000 H Shares, of which the said 384,999,000 H Shares are listed on the Stock Exchange.

### **EXERCISE OF THE REPURCHASE MANDATE**

Subject to the passing of the special resolution numbered 11 set out in the notice of the AGM and the special resolution set out in the notice of the Class Meetings respectively, the Repurchase Mandate will be conditionally granted to the Directors until the end of the earlier of (i) the conclusion of the next annual general meeting following the passing of the said special resolutions; or (ii) the date on which the authority conferred by the special resolutions is revoked or varied by a special resolution of the Shareholders in any general meeting or by a special resolution of the Domestic Shareholders or the H Shareholders at their respective class meetings. The exercise

of the Repurchase Mandate is subject to the approvals of SASAC and SAFE (or their respective successor authorities) and/or (if appropriate) any other regulatory authorities as required by the laws, standards and system of the PRC being obtained and the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure under article 28 of the Articles of Association.

The exercise in full of the Repurchase Mandate (on the basis of 384,999,000 H Shares in issue as at the Latest Practicable Date and assuming such number of H Shares would remain unchanged as at the date of the AGM and the Class Meetings) would result in up to 38,499,900 H Shares repurchased by the Company, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolutions.

#### **FUNDING OF REPURCHASES**

The Company is empowered by the Articles of Association to repurchase the H Shares. Any repurchases by the Company may only be made out of either the capital paid up on the relevant shares to be repurchased, or the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose or from sums standing to the credit of the share premium account of the Company.

In repurchasing the H Shares, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared to the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2008) in the event that the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.



**STATUS OF REPURCHASED H SHARES**

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws and the Articles of Association, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

**PRICES OF H SHARES**

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange in each of the 12 calendar months immediately preceding the Latest Practicable Date are as follows:

|   | <b>Highest</b><br><i>HK\$</i> | <b>Lowest</b><br><i>HK\$</i> |
|---|-------------------------------|------------------------------|
| <b>2008</b>                             |                               |                              |
| May                                     | 7.86                          | 5.93                         |
| June                                    | 6.96                          | 5.16                         |
| July                                    | 5.50                          | 4.30                         |
| August                                  | 5.10                          | 3.65                         |
| September                               | 3.97                          | 1.35                         |
| October                                 | 1.95                          | 0.62                         |
| November                                | 1.52                          | 0.85                         |
| December                                | 1.68                          | 0.88                         |
| <b>2009</b>                             |                               |                              |
| January                                 | 1.80                          | 1.14                         |
| February                                | 1.48                          | 1.12                         |
| March                                   | 1.42                          | 1.02                         |
| April                                   | 2.16                          | 1.28                         |
| May (Up to the Latest Practicable Date) | 1.98                          | 1.50                         |

**PREVIOUS REPURCHASE**

No repurchase of H Shares has been made by the Company for the previous six months (whether on the Stock Exchange or otherwise) immediately preceding the Latest Practicable Date.

## THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase H Shares pursuant to the Repurchase Mandate (if approved to be granted at the AGM and the Class Meetings), such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the registers kept by the Company pursuant to section 352 and 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before purchase" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the special resolution in relation to the Repurchase Mandate to be proposed at the AGM and the Class Meetings (and assuming that the issued share capital of the Company (i.e. RMB784,999,000) of H Shares in issue (i.e. 384,999,000 H Shares) remains unchanged from the Latest Practicable Date up to the date of the AGM) is shown under the column "After purchase".

|   | <b>Before<br/>repurchase</b> | <b>After<br/>repurchase</b> |
|---|------------------------------|-----------------------------|
| Mr Feng Guangcheng ( <i>Note 1</i> )                        | 48.92%                       | 51.44%                      |
| International Finance Corporation ("IFC") ( <i>Note 2</i> ) | 13.72%                       | 14.42%                      |

*Notes:*

- As at the Latest Practicable Date, Feng Guangcheng is the holder of 384,000,000 Domestic Shares and did not hold any H Shares.
- According to the placee record as at 7 December 2006 kept by the Company and up to the Latest Practicable Date, so far as is known to the Directors, the number of H Shares which is held by IFC is 107,672,000 (long position and as beneficial owner), representing approximately 13.72% of the total number of issued shares of the Company as at the Latest Practicable Date. In the corporate substantial shareholder notice filed by IFC on 20 September 2006, it was set out that a total of 227,672,000 Shares were then held by IFC. Of the said 227,672,000 Shares, 120,000,000 Shares are believed to be Domestic Shares pledged in favour of IFC by Mr Feng Guangcheng at such time. As at the Latest Practicable Date, a total of 120,000,000 Domestic Shares have been pledged to IFC by Mr Feng Guangcheng, which represents 30% of the Domestic Shares as at the Latest Practicable Date.

On the basis of the shareholding of Mr Feng Guangcheng as at the Latest Practicable Date, Mr Feng may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full. Save as disclosed above, the Directors are not aware of any other consequences which will arise under either or both of the Takeovers Code and any similar applicable laws as a result of any repurchases to be made under the Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of the H Shares of less than 25%.

### **GENERAL**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

None of the Directors and to the best of their knowledge having made all reasonable enquiries, nor any of their associates presently intend to sell H Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved and the conditions to which the Repurchase Mandate is subject are fulfilled.

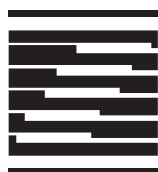
The Company has not been notified by any connected persons of the Company that they have a present intention to sell any H Shares held by them to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders and the conditions to which the Repurchase Mandate is subject are fulfilled.

---

**NOTICE OF AGM**  
**NOTICE OF H SHAREHOLDERS CLASS MEETING**  
**NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**浙 江 玻 璃 股 份 有 限 公 司**

**ZHEJIANG GLASS COMPANY, LIMITED**

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

**(Stock Code: 739)**

**NOTICE OF AGM**  
**NOTICE OF H SHAREHOLDERS CLASS MEETING**  
**NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the following meetings of Zhejiang Glass Company, Limited (“**Company**”) will be held at the Conference Room, Zhejiang Glass Company, Limited, Yangxunqiao Township, Shaoxing County, Zhejiang Province, the PRC on Tuesday, 30 June 2009 to consider:

- (1) the annual general meeting (“**AGM**”) will be held at 10:00 a.m.;
- (2) the class meeting for holders of H shares of the Company (“**H Shareholders Class Meeting**”) will be held at 10:30 a.m. or immediately as soon as the conclusion of the AGM as stated in (1) above or the adjournment thereof; and
- (3) the class meeting for holders of domestic shares of the Company (“**Domestic Shareholders Class Meeting**”) will be held at 11:00 a.m. or immediately as soon as the conclusion of the aforesaid class meeting as stated in (2) above or the adjournment thereof.

These meetings are to be held for the following purposes:

**AGM**

**ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors (“**Board**”) of the Company for the year ended 31 December 2008.

---

**NOTICE OF AGM**  
**NOTICE OF H SHAREHOLDERS CLASS MEETING**  
**NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

---

2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2008.
3. To consider and approve the financial report of the Company for the year ended 31 December 2008 audited by the Company's international auditors, PricewaterhouseCoopers, Hong Kong, Certified Public Accountants, in accordance with the accounting principles generally accepted in Hong Kong.
4. To consider and approve the financial report of the Company for the year ended 31 December 2008 audited by the Company's domestic auditors, PricewaterhouseCoopers, Zhong Tian CPAs Limited, in accordance with the accounting principles generally accepted in the PRC.
5. To consider and approve, in separate resolutions, (a) the resignation of Mr Gao Huojin from the office of an executive Director, and (b) the resignation of Mr Xie Yong from the office of a non-executive Director, all with effect from the conclusion of the AGM.
6. To consider and approve, in separate resolutions, (a) the appointment of Mr Zhang Shutao as an executive Director; and (b) the appointment of Ms Chen Rong as a non-executive Director, all with effect from the conclusion of the AGM until the date of the annual general meeting of the Company to be held in 2010.
7. To consider and authorise the Board (the authority of which can be delegated to the remuneration committee of the Company) to fix the remuneration of the Directors and the supervisors of the Company for the year ending 31 December 2009.
8. To consider and approve the allocation of profit for the year ended 31 December 2008.
9. To consider and approve the re-appointment of PricewaterhouseCoopers, Hong Kong and PricewaterhouseCoopers Zhong Tian CPAs Limited as the international and domestic auditors of the Company, respectively, for the year ending 31 December 2009, and to authorise the Board to fix the remuneration thereof.

---

**NOTICE OF AGM**  
**NOTICE OF H SHAREHOLDERS CLASS MEETING**  
**NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

---

**AGM**

**SPECIAL RESOLUTIONS**

10. To consider and, if thought fit, pass the following as a special resolution:

“**THAT:**

- (a) subject to paragraphs (c) and (d) below and subject to all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or of any other governmental or regulatory body, the Board be and they are hereby authorised to exercise, whether by a single exercise or otherwise, all the powers of the Company to allot, issue and deal with new shares of the Company during the Relevant Period (as defined in paragraph (e) below);
- (b) the authority granted under paragraph (a) above shall authorise the Board to make an offer or agreement or grant an option during the Relevant Period which would or might require the new shares of the Company to be allotted and issued either during or after the end of the Relevant Period;
- (c) the aggregate nominal value of the new shares of the Company allotted or agreed to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the authority granted under paragraphs (a) and (b) above (otherwise than pursuant to a conversion of capital reserve funds into registered capital in accordance with the articles of association (“**Articles of Association**”) of the Company) shall not exceed 20% of the aggregate nominal value of the shares in issue of the Company at the date of passing of this resolution;
- (d) the authority granted under paragraph (a) above shall be conditional upon the approvals of the China Securities Regulatory Commission, the State Council of the PRC and/or (if appropriate) any other regulatory authorities as required by the laws, rules and regulations of the PRC being obtained by the Company and the Rules Governing the Listing of Securities on the Stock Exchange;

---

**NOTICE OF AGM**  
**NOTICE OF H SHAREHOLDERS CLASS MEETING**  
**NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

---

- (e) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of:
    - (i) the conclusion of the next annual general meeting following the passing of this special resolution; and
    - (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting; and
  - (f) subject to the Listing Committee of the Stock Exchange granting or agreeing to grant listing of and permission to deal in the new shares proposed to be issued by the Company and (if required) the approval of all relevant governmental authorities in the PRC for the issue and allotment of and dealing in such new shares of the Company being granted, the Board be and it is hereby authorised to:
    - (i) make such corresponding amendments to the Articles of Association as it thinks fit so as to change the registered capital of the Company and to reflect the new capital structure of the Company upon the exercise of the authority to allot, issue and deal with the new shares of the Company as conferred under paragraph (a) above; and
    - (ii) file the amended Articles of Association with the relevant governmental authorities of the PRC.”
11. To consider and, if thought fit, pass the following as a special resolution:

“**THAT:**

- (a) subject to paragraphs (b) and (c) below and subject to all applicable laws, standards, system and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (“**PRC**”), The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or of any other governmental or regulatory body, the board (“**Board**”) of directors (“**Directors**”) of the

---

**NOTICE OF AGM**  
**NOTICE OF H SHAREHOLDERS CLASS MEETING**  
**NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

---

Company be and it is hereby authorised to exercise, whether by a single exercise or otherwise, all the powers of the Company to repurchase the overseas listed foreign shares of RMB1 each in issue in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars (“**H Shares**”) on the Stock Exchange during the Relevant Period (as defined in paragraph (d) below);

- (b) the aggregate nominal value of H Shares authorised to be repurchased pursuant to the authority granted under paragraph (a) above during the Relevant Period (as defined in paragraph (d) below) shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of this resolution;
- (c) the exercise of the authority granted under paragraph (a) above shall be conditional upon:
  - (i) the passing of a special resolution on the same terms as the resolution set out in this paragraph 11 (except for this sub-paragraph (c)(i)) at each of the class meeting for holders of domestic shares of the Company and the class meeting for holders of H Shares, both to be held on the date of the AGM as convened by this notice (or on such adjourned date as may be applicable);
  - (ii) the approvals of State-owned Assets Supervision and Administration Commission of the State Council and State Administration of Foreign Exchange of the PRC (or their respective successor authorities) and/or (if appropriate) any other regulatory authorities as required by the laws, standards and system of the PRC being obtained by the Company; and
  - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company in its absolute discretion having repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in article 28 of the articles of association (“**Articles of Association**”) of the Company;



---

**NOTICE OF AGM**  
**NOTICE OF H SHAREHOLDERS CLASS MEETING**  
**NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

---

- (d) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of:
    - (i) the conclusion of the next annual general meeting following the passing of this special resolution; and
    - (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting or by a special resolution of holders of H Shares or holders of domestic shares of the Company at their respective class meetings; and
  - (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be and it is hereby authorised to:
    - (i) make such corresponding amendments to the Articles of Association as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the exercise of the authority to repurchase any H Shares of the Company as conferred under paragraph (a) above; and
    - (ii) file the amended Articles of Association with the relevant governmental authorities of the PRC.”
12. To transact any other business.

**H SHAREHOLDERS CLASS MEETING**

To consider and, if thought fit, pass the following as a special resolution:

“**THAT:**

- (a) subject to paragraphs (b) and (c) below and subject to all applicable laws, standards, system and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (“**PRC**”), The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or of any other governmental

---

**NOTICE OF AGM**  
**NOTICE OF H SHAREHOLDERS CLASS MEETING**  
**NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

---

or regulatory body, the board (“**Board**”) of directors (“**Directors**”) of the Company be and it is hereby authorised to exercise, whether by a single exercise or otherwise, all the powers of the Company to repurchase the overseas listed foreign shares of RMB1 each in issue in the share capital of the Company (“**H Shares**”) on the Stock Exchange during the Relevant Period (as defined in paragraph (d) below);

- (b) the aggregate nominal value of H Shares authorised to be repurchased pursuant to the authority granted under paragraph (a) above during the Relevant Period (as defined in paragraph (d) below) shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of this resolution;
- (c) the exercise of the authority granted under paragraph (a) above shall be conditional upon:
  - (i) the passing of a special resolution on the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at each of the annual general meeting and the class meeting for holders of domestic shares of the Company, both to be held on the date of the class meeting for holders of H Shares as convened by this notice (or on such adjourned date as may be applicable);
  - (ii) the approvals of State-owned Assets Supervision and Administration Commission of the State Council and State Administration of Foreign Exchange of the PRC (or their respective successor authorities) and/or (if appropriate) any other regulatory authorities as required by the laws, standards and system of the PRC being obtained by the Company; and
  - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company in its absolute discretion having repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in article 28 of the articles of association (“**Articles of Association**”) of the Company;

---

**NOTICE OF AGM**  
**NOTICE OF H SHAREHOLDERS CLASS MEETING**  
**NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

---

- (d) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting following the passing of this special resolution; and
  - (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting or by a special resolution of holders of H Shares or holders of domestic shares of the Company at their respective class meetings; and
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be and it is hereby authorised to:
- (i) make such corresponding amendments to the Articles as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the exercise of the authority to repurchase any H Shares of the Company as conferred under paragraph (a) above; and
  - (ii) file the amended Articles of Association with the relevant governmental authorities of the PRC.”

**DOMESTIC SHAREHOLDERS CLASS MEETING**

To consider and, if thought fit, pass the following as a special resolution:

“**THAT:**

- (a) subject to paragraphs (b) and (c) below and subject to all applicable laws, standards, system and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (“**PRC**”), The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or of any other governmental or regulatory body, the board (“**Board**”) of directors (“**Directors**”) of the Company be and it is hereby authorised to exercise, whether by a single

---

**NOTICE OF AGM**  
**NOTICE OF H SHAREHOLDERS CLASS MEETING**  
**NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

---

exercise or otherwise, all the powers of the Company to repurchase the overseas listed foreign shares of RMB1 each in issue in the share capital of the Company (“**H Shares**”) on the Stock Exchange during the Relevant Period (as defined in paragraph (d) below);

- (b) the aggregate nominal value of H Shares authorised to be repurchased pursuant to the authority granted under paragraph (a) above during the Relevant Period (as defined in paragraph (d) below) shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of this resolution;
- (c) the exercise of the authority granted under paragraph (a) above shall be conditional upon:
  - (i) the passing of a special resolution on the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at each of the annual general meeting and the class meeting for holders of H Shares, both to be held on the date of the class meeting for holders of domestic shares of the Company as convened by this notice (or on such adjourned date as may be applicable);
  - (ii) the approvals of State-owned Assets Supervision and Administration Commission of the State Council and State Administration of Foreign Exchange of the PRC (or their respective successor authorities) and/or (if appropriate) any other regulatory authorities as required by the laws, standards and system of the PRC being obtained by the Company; and
  - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company in its absolute discretion having repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in article 28 of the articles of association (“**Articles of Association**”) of the Company;

---

**NOTICE OF AGM**  
**NOTICE OF H SHAREHOLDERS CLASS MEETING**  
**NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

---

- (d) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting following the passing of this special resolution; and
  - (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting or by a special resolution of holders of H Shares or holders of domestic shares of the Company at their respective class meetings; and
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be and it is hereby authorised to:
- (i) make such corresponding amendments to the Articles as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the exercise of the authority to repurchase any H Shares of the Company as conferred under paragraph (a) above; and
  - (ii) file the amended Articles of Association with the relevant governmental authorities of the PRC.”

By Order of the Board  
**Zhejiang Glass Company, Limited**  
**Feng Guangcheng**  
*Chairman*

Zhejiang Province, the People’s Republic of China, 15 May 2009

---

# NOTICE OF AGM

## NOTICE OF H SHAREHOLDERS CLASS MEETING

## NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING

---

*Notes:*

**1. Closure of register of members and eligibility for attending the EGM**

Holders of H shares of the Company (“**H Shares**”) are advised that the register of members will be closed from Monday, 1 June 2009 to Tuesday, 30 June 2009 (both days inclusive), during which time no transfer of H shares will be effected. Holders of the H Shares and domestic shares of the Company (“**Domestic Shares**”) whose names appear on the register of members of the Company at the close of business on 29 May 2009 are entitled to attend the AGM and the class meetings for the year ended 31 December 2008. Transfers of H Shares must be lodged with the Company’s branch share registrar in Hong Kong (“**H Share Registrar**”), Computershare Hong Kong Investor Services Limited at Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, by 4:00 p.m. on Friday, 29 May 2009 in order to entitle the transferee to attend the AGM and the class meeting for holders of H Shares.

**2. Notice of attendance**

Shareholders who intend to attend the AGM and the class meetings in person or by proxy should complete and lodge the accompanying notice of attendance and return it to, for holders of H Shares, the Company’s H Share Registrar, or for holders of Domestic Shares, the Company’s registered address, on or before Wednesday, 10 June 2009. The notice of attendance may be delivered by hand, by post or by fax to the Company’s H Share Registrar, or to the Company’s registered address (as may be applicable). Completion and return of the notice of attendance do not affect the right of a shareholder to attend the AGM or the class meetings. However, a failure to return the notice of attendance may result in an adjournment of the AGM or the class meetings, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the AGM or the class meetings by the notice of attendance does not reach more than half of the total number of shares of the Company carrying the right to vote at the AGM or the class meetings.

**3. Proxy**

Every shareholder who has the right to entitle and vote at the AGM is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his or her behalf at the AGM. Each holders of H Shares who is entitled to attend and vote at the class meeting for holders of H Shares may appoint one or more proxies to attend and vote on his or her behalf at such class meeting. Each holder of Domestic Shares who is entitled to attend and vote at such class meeting for holders of Domestic Shares may appoint one or more proxies to attend and vote on his or her behalf at such class meeting. Each shareholder (or his/her proxy or proxies) shall be entitled to one vote for each share held. The completion and deposit of a form of proxy will not preclude any shareholder from attending and voting in person at the AGM or class meetings or any adjournment thereof. If such member attends the meeting(s), his or her form of proxy will be deemed to have been revoked. A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person’s seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall, for holders of H Shares, be deposited at the Company’s H Share Registrar or at the Company’s registered address for holders of Domestic Shares not less than 24 hours before the time appointed for the holding of the meeting. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company’s H Share Registrar or the Company’s registered address (as may be applicable).

---

**NOTICE OF AGM**  
**NOTICE OF H SHAREHOLDERS CLASS MEETING**  
**NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

---

**4. General matters**

(i) The AGM and the class meetings are expected to last for half a day. Shareholders (or their proxies) attending the AGM and the class meetings shall be responsible for their own traveling and accommodation expenses.

(ii) The address of the H Share Registrar, namely Computershare Hong Kong Investor Services Limited is:

Shops 1712-6, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Tel No.: (852) 2862 8628  
Fax No.: (852) 2529 6087

(iii) The registered address of the Company is:

Zhejiang Glass Company, Limited  
Yangxunqiao Township  
Shaoxing County  
Zhejiang Province  
The People's Republic  
Tel No.: (86 575) 8450 1087  
Fax No.: (86 575) 8450 4237  
Attn: Ms Tao Haiping

*As at the date of this notice, the Board comprises five executive Directors, namely Mr Feng Guangcheng, Ms Hong Yumei, Mr Gao Huojin, Mr Shen Guangjun and Mr Jiang Liqiang; two non-executive Directors, namely Mr Liu Jianguo and Mr Xie Yong; and four independent non-executive Directors, namely Mr Wang Yanmou, Dr Li Jun, Mr Su Gongmei and Mr Zhou Guochun.*